STAR WARS

EPISODE FIVE

THE EMPIRE STRIKES BACK

BY

LEIGH BRACKETT

AND

LARRY KASDAN

FROM THE NOVEL

BY

GEORGE LUCAS

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1 EXT PLAIN OF HOTH - HELICOPTER SHOT - DAY 1

A white snowscape races toward camera ... the MAIN TITLE quickly recedes, followed by a roll-up.

Episode V:

THE EMPIRE STRIKES BACK ...
After the destruction of its most feared battle station, the Empire has declared martial law throughout the galaxy.

A million worlds have felt the oppressive hand of the Emperor as He attempts to crush the growing rebellion.

As the Imperial grip of tyranny tightens, Princess Leia and the small band of freedom fighters search for a more secure base of operations ...

The roll-up disappears into the bleak horizon.

2 EXT PLAIN OF HOTH - HELICOPTER SHOT - DAY 2

The camera tilts down bringing into view a small figure galloping across the windswept ice slope.

3 EXT PLAIN OF HOTH - DAY 3

A closer panning shot reveals a bundled rider on a large gray snow lizard, called a TAUNTAUN. Curving plumes of snow rise from beneath the speeding paws of the two-legged beast.

4 EXT PLAIN OF HOTH - SLOPE - DAY 4

The rider gallops up a slope and reins his lizard to a stop.

5 EXT PLAIN OF HOTH - SLOPE - DAY 5

He pulls off his protective goggles. It is LUKE SKYWALKER. He notices something in the sky and takes a pair of electro-binoculars from his utility belt.

6 EXT PLAIN OF HOTH - LUKE'S POV - DAY 6

From LUKE'S POV, we follow a bright object as it falls to the ground. On the distant horizon, an explosion marks the point of impact.

7 EXT PLAIN OF HOTH - SLOPE - DAY 7

The wind whips at Luke's fur-lined cap as he activates a com-link transmitter. His Lizard is nervous.

LUKE
(to the Tauntaun)
Easy girl, it's just another meteorite.
(into com-link)
Han ... Han ol'buddy, do you read me?

After a little static a familiar voice is heard.

HAN (OS)
(filtered)
Loud and clear, kid. What's up?

LUKE
I've finished my circle and I haven't picked up any life readings.

HAN (OS)
(filtered)
There isn't enough life on this ice cube to fill a space cruiser. My sentry markers are placed. I'm heading back to the base.

LUKE
I'll see you shortly. A meteorite just hit the ground near here and I want to check it out .. Won't be long.

8 EXT PLAIN OF HOTH - SLOPE - DAY 8

Luke clicks off his transmitter and reins back on his lizard, which seems frightened. Luke pats the beast on the head to calm it.

8 CONTINUED

LUKE
Weeho, girl! What's the matter ... you smell somthing? There's nothing out there. I'll check again ...

Luke takes a small device from his belt and starts to adjust it when suddenly a large shadow falls over him from behind, followed by a monstrous HOWL. Luke turns and looks up at an eleven foot high shape towering over him

LUKE
Son of a jumping ...!!!

He grabs for his pistol, but is HIT flat in the face by a huge, white claw, knocking him into the snow, bloody and unconscious.

9 CLOSE-UP LUKE 9

Luke falls unconscious into the snow. The terrified screams of the Tauntaun are cut short by the horrible snap of a neck being broken.

10 EXT PLAIN OF HOTH - SLOPE - DAY 10

The WAMPA ICE MONSTER grabs Luke by one ankle and drags him away.

11 EXT METEORITE CRATER - SNOW PLAIN - DAY 11

A WEIRD MECHANICAL SOUND is heard over the whining of the wind. A strange PROBE ROBOT, with several extended sensors, emerges from the smoke-shrouded crater. The ominous robot FLOATS across the snow plain, and disappears into the distance.

12 EXT ICE CAVES - REBEL BASE ENTRANCE - DAY 12

A stalwart figure rides his Tauntaun up to the entrance of an enormous ice cave.

13 INT MAIN HANGAR DECK - REBEL BASE 13

Rebel troopers are rushing about unloading supplies and otherwise securing their new base. The rider swings rakishly off his lizard and pulls away his goggles: HAN SOLO. He walks briskly into the main

13 CONTINUED 13

hangar deck toward the MILLENIUM FALCON, which is parked among several fighters. Mechanics, R-2 units and various other droids hurry about. Han stops at the Millenium Falcon. His Wookiee co-pilot is welding on the back of a central lifter. Now he stops work and lifts his face shield; CHEWIE growls a greeting to his boss.

HAN
Cold isn't the word for it, Chewie. I'll take a good fight any day over all this hidin' and freezin'! ... How you coming with those lifters?

The Wookiee GRUMBLES a reply.

HAN
All right. I'll go report then I'll give you a hand with them. Soon as those lifters are fixed, we're out of here.

Chewbacca lets out with a joyful CHUCKLE and returns to his work as Han leaves.

14 INT COMMAND CENTER - ICE CAVE 14

A makeshift command center has been set up in a blaster area of thick ice. The low-ceilinged room is a beehive of activity. Controllers, troopers, and droids move about setting up electronic equipment and monitoring radar signals. GENERAL RIEEKAN straightens up from a console as Han approaches.

RIEEKAN
Captain Solo. What's the situation?

HAN
There isn't a hint of life in the area. But all the perimeter markers are set, so you'll know if anyone comes calling.

RIEEKAN
Good. and Commander Skywalker?

HAN
He's checking out a meteorite that hit near him. He'll be in soon.

RIEEKAN
(indicates radar screen)
With all the meteor activity in this system, it's going to be difficult to spot approaching ships.

HAN
The Empire won't look for you out here. I'd say you're all set ... which means it's time for me to get going.

LEIA (OS)
You're leaving?

The two men turn to see PRINCESS LEIA, dressed in a short white combat jacket and pants. She is upset by Han's news. Her hair is braided and tied across her head in a "30's" Nordic fashion ...

HAN
That's right.

RIEEKAN
You're an extraordinary fighter. I hate to lose you.

HAN
Thank you, General. But there's a price on my head. If I don't pay off Jabba the Hutt, I'm a walking dead man.

RIEEKAN
I understand. A death mark is not an easy thing to live with ... Until our paths cross again, may the force be with you.

Rieekan touches Han and moves away. Han turns to Leia.

HAN
(with feeling)
I guess this is it, Your Highness.

Leia is angry. Han sees she has no warmth to offer him. He shakes his head and adopts a cooler tone.

HAN
Well, don't get all mushy on me. So long, Princess.

14 CONTINUED 14

Han walks away. Leia stews a moment, then follows him.

15 INT ICE CORRIDOR - REBEL BASE - HOTH 15

Han strides down a corridor carved from the ice. Leia follows quickly, agitated. Behind them, unnoticed, an appendage of a Wampa Ice Monster suddenly detaches from a seemingly solid section of ice wall.

LEIA

Han!

Han stops in the quiet corridor and turns to face Leia.

HAN
Yes, Your Highness?

LEIA
You said you were going to stay. What happened?

HAN
That bounty hunter we ran into On Ord Mantell changed my mind.

LEIA
Does Luke know?

HAN
He'll know when he gets back ... Don't give me that look. Every day more bounty hunters are searching for me. If I don't pay off Jabba soon, there'll be too many to stop ... Remotes, Gank killers, and who knows what else. I've got to get that price off my head while I still have a head.

LEIA
Han, we need you here.

HAN
We?

LEIA
Yes.

HAN
Not you?

LEIA
(mystified)
Me? I don't know what you mean.

HAN
(shakes his head, fed-up)
You probably don't. How could you? You're so terrified of your own emotions ...

LEIA
And what are they, pray tell?

HAN
You want me to stay because of the way you feel about me.

LEIA
I respect you. You're a bold fighter, maybe not the brightest, but ...

HAN
No, your worship. That's not what I'm talking about.

Leia stares at him, understands, then laughs.

LEIA
You're imagining things.

Han has had it with this broad. He steps closer. Leia is almost against the wall. Han puts a hand against the wall to cut off any retreat.

HAN
Am I? I say you came running after me because you were afraid I was leaving you without even a kiss.

LEIA
I'd just as soon kiss a wookiee.

HAN
There's no accounting for taste. Believe me, you could use a good kiss.
(warming to the subject)
You've spent so much time doing your duty and giving orders you've never learned how to be a woman. It's a shame, because you've got

15 CONTINUED 15

HAN (Continued)
all the makings for one. I could have helped you plenty in that department ... if you'd have let go for a minute. But it's too late now, sweetheart. Your big opportunity is flying out of here.

LEIA
We are fighting for a cause much ...

HAN
Spare me please! Don't tell me about the Rebellion again. I've had it with your noble mission. All you let yourself think about is the Rebellion. The result is you're as cold as this planet.

LEIA
And you think you're the one to apply some heat?

HAN
Sure ... If I were interested. But I don't think it'd be much fun.

He steps away from her, takes a last cool appraisal.

HAN (Continued)
We'll meet again. Maybe you'll have grown up a little by then.

LEIA
You have all the breeding of a Bantha, but not as much class ... Enjoy your trip, hot shot!

Leia walks away.

16 EXT ICE PLAIN OF HOTH - DAY 16

Track with the sinister, probe robot as it move across the vast frozen wilderness. One of its extended sensors detects something and the robot stops, turns and heads off in another direction, at high speed.

17 EXT MOUND OF SNOW - ICE PLAIN - HOTH - DAY 17

The robot stops before a large mound of snow about twenty feel long and six feet high. It circles the

17 CONTINUED 17

mound, then shoots a thin laser bolt at the snow drift.

18 CLOSE-UP MOUND OF SNOW 18

The mound shakes a little bit and two large eyes appear at one end, staring directly at the robot. A primeval BELLOW issues forth from the mound.

19 EXT MOUND OF SNOW - ICE PLAIN - HOTH - DAY 19

The robot backs off a few feet, then blasts the mound with a heavy laser bolt that disintegrates the snow-covered creature in a cloud of smoke and flame.

20 EXT ICE PLAIN - HOTH - DAY 20

The evil robot moves off toward the horizon.

21 EXT ICE GORGE - HOTH - DUSK 21

The jagged face of a huge ice wall sits gloomily in the dim twilight of a Hoth day. Luke hangs spreadeagle upside down, ankles tied by hide thongs to ice stalactites, his extended arms within a meter of the snow floor. His face is covered in dried frozen blood on one side. He opens his eyes as a chilling MOAN of the hideous ice creature echoes off the gorge walls.

22 EXT ICE GORGE - MED SHOT LUKE - DUSK 22

Luke pulls himself up, grabs hold of his ankles, and futilely tries to unfasten the thongs. Exhausted, he drops back into the hanging position.

LUKE
(to himself)
Relax. Relax.

Luke spies his laser sword lying near a pile of his discarded gear about three feet out of reach. Reverberating through the gorge, the growling and crunching sounds of the approaching ice monster can be heard. Luke desperately strains for his sword. Quietly, almost a whisper, Luke hears old BEN'S CALM VOICE.

BEN (Voice Over)
Luke, think the saber in your hand.

22 CONTINUED 22

Luke focuses on the saber as the huges monster's feet crunch closer. Luke's hand strains toward the weapon, his eyes squeeze tight in concentration.

LUKE
Gotta relax, relax ....

BEN (Voice Over)
Let The Force flow, Luke.

Just as the ice monster looms over Luke, the light saber suddenly jumps three feet into Luke's hand. The young warrior instantly ignites the sword, swings up and cuts both of his bindings. He drops to the snow in a heap. The startled ice monster moves back, his giant yellow eyes blinking. The most that can be discerned of the creature is a shape, and those two perplexed eyes. Luke scrambles to his feet. He swings his light saber and the monster screams in pain.

23 EXT ENTRANCE TO ICE GORGE - HOTH - DUSK 23

Luke staggers out of the gorge and stumbles down a snow bank.

24 INT MAIN HANGAR DECK - LILLENNIUM FALCON - DUSK 24

The hangar is full of activity. We hear a familiar stream of beeps and whistles a moment before catching sight of ARTOO and THREEPIO, who appear from a corridor and move along an ice wall toward the Millennium Falcon. Behind them, in the ice, two large yellow eyes blink open.

THREEPIO
It is <u>not</u> my fault, you malfunctioning twerp. I merely commented That it was freezing in her chamber. But it's <u>supposed</u> to be freezing. I did not ask you to turn on the <u>thermal heater</u>. I don't know how we'll get all her things dried out ... Ah. Here we are.

The two robots stop at Han Solo's space freighter. Han and Chewie are still struggling with their central lifters.

24 CONTINUED 24

THREEPIO
Captain Solo, sir. Might I have a word with you?

HAN
What is it?

THREEPIO
Mistress Leia has been trying to reach you on the communicator, but either you have it turned off, or it is malfunctioning ... if it's damaged, Artoo, could fix it, if you like.

HAN
I shut it off. What's her royal holiness want?

THREEPIO
She is looking for Master Luke, and assumed he would be here with you. No one seems to know ....

Han glances at the fading light at the entrance of the ice cave as night slowly begins to fall on the planet.

HAN
(concerned)
Luke's not back yet? It's almost night out there!

Han jumps down off the lift.

HAN
Bolt it down, Chewie ...
(yelling)
Deck Sergeant!
(into com-link)
Control, has Commander Skywalker reported in yet?

He gets a negative reply as the DECK SERGEANT and an AIDE rush up to Han.

DECK SERGEANT
Yes sir!

HAN
Sergeant, is Commander Skywalker back yet?

24 CONTINUED 24

DECK SERGEANT
I haven't seen him. He probably came in through the south entrance.

HAN
Probably isn't good enough, Sergeant. Check on it!

The Deck Sergeant and his aide turn and rush off. Artoo lets out a confused whistle.

THREEPIO
I don't know, Artoo.
(to Han)
Sir, might I inquire what's going on?

HAN
Go tell your precious Princess ... Luke is dead unless he shows up soon.

Artoo lets out with a hysterical whistle.

THREEPIO
Oh no!

5 INT MAIN HANGAR DECK - TAUNTAUN CORRAL - NEAR ENTRANCE 25
DUSK

The Deck Sergeant and several Troopers inspect the mangled remains of three dead Tauntauns. Some of the hardware nearby has also been brutally pulled out of shape. Several surviving Tauntauns shuffle nervously nearby. Outside the light is slowly fading.

TROOPER
(to Deck Sergeant)
... I can't imagine, sir. Their necks are broken.

The Deck Sergeant nods, then notices Han running up and steps out of the group to meet him.

DECK SERGEANT
Commander Skywalker hasn't come through the south entrance, sir. Maybe he slipped by without checking in.

25 CONTINUED 25

HAN
Not likely! Where are the speeders?

DECK SERGEANT
We haven't got them adapted to this cold yet ...

HAN
We'll have to go out on Tauntauns.

DECK SERGEANT
The temperature is dropping too fast.

HAN
You bet it is ... and Luke's out in it.

Han pushes through the troops and mounts a snow lizard. Huge monster feet move into the shadows of one of the X wing bays.

DECK SERGEANT
The night storms will start before you can reach the first marker.

HAN
Then I'll see you in Hell.

26 EXT SNOW CAVE ENTRANCE - REBEL BASE - DUSK 26

The small, lone figure riding a snow lizard races off into the hostile vastness of snow and cold. The slightest hint of wind blows up the snow behind the Tauntaun.

27 EXT PLAIN OF HOTH - DUSK 27

The dark, evil probe robot moves across the frozen floor of the Hoth plain. The wind is beginning to pick up, and snow starts to cake on the front of the robot. It stops, hovers, then drops to the ground. Several probes emerge from its metal hull and a dome shaped force field around the robot begins to glow. Eventually, the force field becomes a solid shape and is quickly covered with the blowing snow.

28 EXT PLAIN OF HOTH - DUSK 28

Han rides across the plain on his Tauntaun.

29 EXT PLAIN OF HOTH - CLOSE-UP HAN - DUSK 29

He reins his mount to a stop, looks around and listens. It's almost as if he hears something. He turns and looks in one direction, then spurs his lizard in that direction.

30 EXT PLAIN OF HOTH - DUSK 30

Han rides off across the plain on his Tauntaun.

31 EXT SNOW DRIFT - HOTH - DUSK 31

The wind is blowing quite strong now. Luke struggles to stay upright, but a blast of freezing snow knocks him over. He struggles to get up, but he can't. The young warrior from Tatooine drages himself a couple of feet and then collapses.

LUKE
I can't ...

BEN
You must. Luke, look at me!

Luke looks up and sees old BEN KENOBI standing not ten feet away. Luke strains to lift himself up. He is speechless.

BEN
You must survive, Luke.

LUKE
I'm cold ... so cold ...

BEN
You must go to the Dagobah System ... There you will learn from one who taught me: Yoda, the Jedi Master.

LUKE
(reaches out weakly)
Ben ... Ben ...

BEN
Luke ... you are the only hope.

31 CONTINUED 31

The image of Ben fades, revealing a lone rider on a Tauntaun in the windswept horizon.

LUKE
Ben!?

Luke drops into unconsciousness.

32 EXT SNOW DRIFT - HOTH - DUSK 32

Han pulls up, leaps off his lizard. He goes to his snow-covered friend and cradles him in his arms. Han's Tauntaun lets out a low, pitiful bellow. There is real fear in Han's face as he shakes Luke.

HAN
Come on, buddy, you aren't dead yet. Give me a sign here.

Luke doesn't respond. Han begins frantically rubbing Luke's wounded face. Soon he is slapping him.

HAN
Don't do this, Luke, it's not your time ...

Luke responds to a slap. Han is joyous.

HAN
All right! I knew you wouldn't leave me out here all alone!

Han glances over toward his Tauntaun with concern as he starts to lift Luke.

HAN
(to Luke)
We've got to get you out of here before our transportation freezes.

33 EXT SNOW DRIFT BY TAUNTAUN - HOTH - DUSK 33

Han has carried Luke almost to the lizard when the Tauntaun dies with a moan. Han checks the lizard.

HAN
Blast! Deader than a Triton moon. We haven't got much time.

Han ignites Luke's light saber and cuts the beast from head to toe. He quickly shovels the steaming innards of the beast into the snow. Then he lifts Luke's inert form and stuffs him inside the carcass.

HAN
I know this doesn't smell so good, Luke, but it'll keep you from freezing. I'm sure this Tauntaun wouldn't hesitate if it were the other way around.
(Han gets an awful whiff of the insides)
Whew! It's just as well you're out, pal.

Han starts pulling things out of a pack on the dead lizard's back.

HAN
(into com-link)
Base one, do you copy? ...
This com-link is useless.

The wind has picked up considerably and Han is beginning to find it difficult to move. He struggles with the shelter container, opens it and starts contructing it.

HAN
If I don't get this shelter up fast, Jabba the Hutt won't need those bounty hunters.

34 EXT SNOW DRIFT - HOTH - DUSK 34

A veil of icy snow flows across the snow drift obscuring the doomed warriors.

35 INT MAIN HANGAR DECK - ENTRANCE - NIGHT 35

Princess Leia and her two robots stand before the dark entrance to the rebel base, waiting for a sign of the two rebel heroes. Leia shivers as the cold wind blows in on her. Artoo beeps a mournful tone. Chewie is sitting nearby with his head in his hands.

THREEPIO
Artoo can pick up no signals, although he feels his range is probably too limited to give up hope.

35 CONTINUED 35

Leia nods an acknowledgement, but she is lost in thought that is only broken when General Rieekan approaches.

RIEEKAN
Nothing more can be done tonight. The shield doors must be closed. I can't wait any longer. I'm sorry.

LEIA
(resigned)
I understand.

Chewie lets out a long, mournful howl, somewhat like a coyote.

RIEEKAN
The speeders should be ready in the morning. They'll make the search easier.

LEIA
Is there any chance of them surviving out there?

RIEEKAN
Slim, but yes, there's a chance. They have a shelter. It's not much, but ...

Artoo lets out with a complex series of efficient beeps.

THREEPIO
Beggin' your pardon, ma'am, but Artoo says the chances of survival are one thousand, seven hundred twenty-seven to one.
(to Artoo)
Actually, I don't think we needed to know that.

Leia stands praying to herself as the huge metal doors slam across the entrance of the ice cave. The loud BOOMS echo through the huge cavern. Chewie lets out another howl.

36 EXT ICE PLAIN - HOTH - DAWN 36

The huge dim sun of Hoth crawls lazily over the horizon in the North as a spurt of snow shoots skyward revealing the dark probe robot. The sinister object pulls in several of its extended arms, hovers for a few moemnts, then starts off across the bleak Hoth plain.

37 EXT SNOWDRIFT - HOTH - DAY 37

A small, snub-nosed, armored landspeeder races across the white landscape.

38 INT ARMORED SNOWSPEEDER - HOTH SNOWDRIFTS - DAY 38

There is only one PILOT, ZEV, in the enclosed two-man craft. He concentrates on the scopes which ring his cockpit. A low bleep can be heard.

ZEV
(excited)
I've got something! Not much but it could be a life form FTC 2321 by TRX 1173. I'm closing in ...

39 EXT ARMORED SNOWSPEEDER - HOTH SNOWDRIFTS - DAY 39

The small craft banks and makes a slow arc racing off in a new direction.

40 INT ARMORED SNOWSPEEDER - HOTH SNOWDRIFTS - DAY 40

The pilot switches over to a new transmitter.

ZEV
This is S-122 calling Captian Solo, Commander Skywalker. Do you copy? This is S-122 ...

There is a sharp crackle of static then a faint voice.

HAN (OS)
(filtered)
Nice of you guys to drop by. Hope we didn't get you up too early.

ZEV
(switching transmitters)
Base One, I found them, Repeat, I found them ....

41 EXT SNOWDRIFT - HOTH - DAY 41

The small shelter is covered with snow on the windward side. Han has made a makeshift antenna which rests gingerly on top of the snowdrift. The small armored speeder can be seen approaching in the distance as Han waves frantically in the foreground.

42 INT MEDICAL CENTER - REBEL BASE 42

Strange ROBOT SURGEONS adjust a mass of electronic equipment. A switch is thrown and a sudden blinding flash obscures Luke in a chamber filled with a thick, gelatinous red slime. Luke begins to thrash about, raving in his delirium.

43 INT MEDICAL CENTER OBSERVATION ROOM - REBEL BASE 43

Leia, Threepio, and Chewbacca are wathcing from a glassed-off room next door, where Han is resting on a cushioned medical table. They can hear the mechanical surgeons working and Luke's ravings on a speaker in the room.

LUKE
Watch out ... snow creatures ... dangerous ... Yoda ... go to Yoda ... only hope ... must survive ....

Han raises himself on his table, listening to Luke. Chewbacca makes him lie back down, then BARKS a comment in reference to Luke.

HAN
He doesn't make sense to me either, Chewie.

THREEPIO
I do hope he's all there ... if you take my meaning. I would hate to see Master Luke develop a short circuit ...

HAN
The kid ran into something mean, and it wasn't the cold.

LEIA
Those creatures he keeps taling about ... we'd better double the security ... Han, I don't know how ...

HAN
Forget it.

TOO-ONEBEE (2-1B), a surgeon droid, enters the room.

TOO-ONEBEE
He had gone into dormo-shock, almost hibernation. But he's responding to the Bacta. We'll bring him through.

43 CONTINUED 43

Leia breathes a sigh of relief. Chewie lets out a long GRUNT of approval.

LEIA
Now all we've got to worry about is what attacked him.

HAN
No kidding. If this snowball's got nasty natives, they could be anywhere.

Chewie WHINES, looks around.

HAN
That's right, Chewie, inside the base.

44 INT CORRIDOR - REBEL BASE 44

The drip, drip, drip of melting ice echoes throughout the long eerie corridor. A trooper walks by, followed at a short distance by Artoo, who rolls along whistling to himself. Behind him, a Wampa Ice Monster suddenly appears from out of the wall and begins following the little droid. Up ahead Artoo sees several troopers begin to act rather strangely, pointing at him and yelling. This puzzles Artoo, and he stops for a moment to figure it out. Far in the distance, alarms begin to go off.

Artoo comes to a conclusion, spins his head around and sees the Ice Monster staring down at him. The droid lets out a screech and races down the hall at full tilt ahead of the advancing monster.

A small troop of soldiers has gathered at the end of the hallway with weapons. Artoo races through the armed gathering as the creature screams and charges the troopers, laser bolts exploding around him. Artoo peeks from around a corner in time to see several troopers hurled against the walls like rag dolls. Two soldiers fire a laser bazooka at the monster and it is obscured by an enormous explosion.

The smoke clears. The silence is spooky. The Ice Monster stands seemingly dumbstruck. Artoo gives a short, worried beep. The creature topples over in a dead heap. A cheer goes up from Artoo and the troopers as they converge to inspect the fallen creature. A young CORPORAL pulls his com-link off his belt and speaks into it.

44 CONTINUED 44

CORPORAL
We got it, sir, but there may be more.

45 INT COMMAND CETNER - REBEL BASE 45

Alarms buzz softly in the background. The entire command center is on full alert. General Rieekan is conferring with the HEAD CONTROLLER as Han and Leia enter the room. Threepio and Chewie follow.

LEIA
Have they analyzed the one that was killed?

RIEEKAN
Not yet. They're working on it now.

Another alarm goes off at a console behind them and the SENSOR CONTROLLER at that spot calls across the room.

SENSOR CONTROLLER
General!

Rieekan leaves the group as they continue ...

HEAD CONTROLLER
It won't be long before our sensors will be able to track them.

THREEPIO
It figures Artoo would be in the middle of this.

HAN
It's going to be a little tricky around here until we know where they're coming form.

46 INT COMMAND CENTER BY CONSOLE - REBEL BASE 46

Rieekan looks up grimly from the console in the background. He calls over to Liea and Han.

RIEEKAN
We have a visitor.

The group hurries over to Rieekan.

46 CONTINUED 46

RIEEKAN
We've picked up something outside the base in zone one, moving East.

LEIA
What is it?

SENSOR CONTROLLER
Can't tell yet ... Metal.

HAN
Then it's not one of those creatures.

LEIA
Could it be ours? A speeder?

SENSOR CONTROLLER
I'm getting no signal. Wait, something very weak.

Threepio steps up to the control panel and listens to the strange signal intensely.

THREEPIO
I msut say, sir, I'm fluent in over six million forms of communication, but this is something new ... must be in code or ....

A new VOICE comes over the com-link.

TROOPER VOCIE
This is station five and we have your object on our scopes ... It's just over the ridge, we should have visual contact in about ... What the? ... Oh no!

The transmission ends in static.

HAN
Whatever it is, it isn't friendly. I'm going to have a look. Come on, Chewie.

RIEEKAN
Wait. I'll send a patrol with you.

HAN
(over his shoulder)
Fine. But they'll have to take care of themselves.

47 EXT SNOW PLAIN - OVER REBEL BASE - HOTH - DAY 47

The dark probe robot moves past the smoldering ruins of the station fire and down a ridge toward the rebel base.

48 EXT SNOW PLAIN - SPEEDER - OVER REBEL BASE - HOTH - DAY 48

The robot stops when it sees in the distance a tiny speeder racing toward it followed by several other speeders. A large antenna projects skyward from the robot's top and it begins to send out a PIERCING SIGNAL.

49 EXT SNOW DUNE - SPEEDER - HOTH - DAY 49

The speeder disappears behind a snow dune.

50 EXT SNOW PLAIN - OVER REBEL BASE - HOTH - DAY 50

The sinister robot continues to send out its high pitched signal whiel frantically searching the landscape for the rebel speeders.

51 EXT SNOW PLAIN - OVER REBEL BASE - HOTH - DAY 51

Shortly, Chewbacca pops his head over a snow bank not thirty feet away. The robot swings around, its deadly ray ready to fire. But before it can get a shot off, it is hit from behind by a laser bolt, and explodes in a million pieces.

52 EXT SNOW PLAIN - OVER REBEL BASE - HOTH - DAY 52

Han Solo rises from the direction of the deadly bolt and walks over to the spot where the robot was a moment before, taking out his com-link.

53 INT COMMAND CENTER - REBEL BASE

Princess Leia and Rieekan listen to Han on the com-link.

HAN (OS)
(filtered)
.... I'm afraid there's not much left.

LEIA
What was it?

53 CONTINUED 53

HAN (OS)
(filtered)
Droid of some kind. I didn't hit it that hard. It must have had a self-destruct ....

LEIA
An Imperial probe dorid.

HAN (OS)
(filtered)
Now don't panic. We don't know that.

RIEEKAN
But, we don't know it wasn't.

54 SPACE - IMPERIAL FLEET 54

Darth Vader's Star Destroyer, larger and stranger than the five Imperial Star Destroyers that surround it, sits in the vastness of space. The six huge ships are surrounded by a convoy of smaller spacecraft. Tie fighters dart to and fro.

INT BRIDGE - MAIN CONTROL DECK - VADER'S STAR DESTROYER 55

Controllers working the vast complex of electornic controls hear ominous, approaching footsteps and look up from their controls. The squat, evil-looking ADMIRAL OZZEL and the young, powerfully-built GENERAL VEERS, who have been conferring near the front, also feel the approaching presence and turn that way. DARTH VADER, Lord of the Sith, enters like a chill wind. As he moves across the wide bridge, CAPTIAN PIETT hurries up to Ozzel.

PIETT
I think we've found them, Admiral.

OZZEL
Are you sure, Captain?

PIETT
Well, the report we have is only a fragment, from a probe droid in the Hoth System, but it's the best lead we've had in ....

OZZEL
(angry)
We have millions of probe droids searching the galaxy ... I want proof, not leads. I don't intend to continue to chase around from one side ....

VADER
(looming over the group)
The Hoth System?

PIETT
Yes, Sir .... we have visuals ... the System is supposed to be devoid of human forms ...

On a large screen, an image of the rebel snow base appears surrounded by complicated computer readouts. the rebel speeders can be seen approaching in the distance. Vader studies the image.

VADER
That's it. That's the one.

OZZEL
My Lord, how do you know it's them? There are so many uncharted settlements. It could be smugglers ...

VADER
I know. And I know young Skywalker is with them. Bring in the patrol ships, Admiral, and set your course for the Hoth System. General Veers prepare your men ....

56 INT ICE CORRIDOR - REBEL BASE - HOTH 56

Artoo and Threepio are moving by a steel door on which an X has been painted. From behind it come intermittent THUMPS and ROARS.

THREEPIO
... It seems the snow creatures are attracted to a high-pitched whistle. That's how they're being drawn to this trap.

Artoo WHISTLES his understanding as he stands before the door. Immediately the THUMPING on the door pickes up. Artoo beeps a question.

56 CONTINUED 56

THREEPIO
See your whistles upset them. No, I told you they can't get out! Now will you hurry up? I don't know why I bother ...

Threepio moves around a corner. Artoo stares at the door another moment, then proceeds to tell the Ice Monsters off in a burst of beeps and whistles. The THUMPING picks up as Artoo moves casually away.

57 INT MEDICAL CENTER - REBEL BASE 57

Luke is out of the chamber, lying on the bed previously occupied by Han. Leia is at his side. She brushes the hair out of his eyes and runs her fingers along the scar on his face.

LEIA
The Bacta are growing well. The scars should be gone in a day or so. Does it still hurt?

LUKE
I'm fine. Really. Leia ... when I was out there and it looked pretty bad ... well, it made me think about things.

LEIA
Me too. I was afraid.

Their eyes meet. Luke touches her cheek with his hand.

LUKE
I don't really know how to say this ... I never have before ... Leia, you know how I feel about you ...

She does and it's confusing. Their lips are very close. About to kiss. The door opens noisily and Threepio enters with Artoo. Leia pulls back, startled. Luke realizes the moment has been lost. His mind races for a way to regain it as Leia takes on her more formal manner. The droids are a bothersome distraction; Luke's concentration is on Leia. Artoo beeps a cheerful greeting.

THREEPIO
Master Luke, it's so good to see you functional again.

LUKE
Thanks, Threepio. Leia ...

Artoo beeps and whistles.

THREEPIO
Artoo expresses his relief also

LUKE
Good. Thanks, Artoo.

LEIA
(about to leave)
You rest now.

THREEPIO
So much has happened during the period of your indisposition, sir.

LEIA
I'll be back later.

LUKE
(anxious to keep her)
Leia ... What would you think if I went away for a while?

LEIA
What did you say?!

Leia's reaction is so much bigger and more vociferous than Luke expected, it starts what is to become a growing snowball of confusion for him.

LEIA
Where are <u>you</u> going?

LUKE
I have this ... feeling. I'm not sure, really ...

LEIA
That's just great. Why doesn't everyone just take off?

LUKE
What are you talking about?

LEIA
First Han, now you. When am I going to learn not to count on anyone but myself? ...

57 CONTINUED 57

LUKE
Han's leaving?

LEIA
... I was getting along just fine before I met you two moon jockeys.

LUKE
Calm down, will ya? Tell me about Han.

LEIA
He wants to pay off that criminal he's in hock to.

LUKE
Jabba the Hutt?

LEIA
(back to her tirade)
I could get more loyalty if I went down the hall and recruited some of those snow creatures.

LUKE
Snow creatures ... they're here?!

THREEPIO
Yes, sir. But they're being trapped quite cleverly.

Artoo beeps and wistles proudly.

THREEPIO
(to Artoo)
What do you mean, you took care of that? I would hardly call your part in that matter great ...

Luke's head is spinning as Han and Chewie make a vigorous entrance. The Wookiee GROWLS a greeting.

HAN
Hi kid, you look strong enough to wrestle a Gundark.

LUKE
Thanks to you.

HAN
That's two you owe me, junior.

Han turns to Leia with a big, devilish grin.

HAN
Well, your worship, it looks like you arranged to keep me close by for a while longer.

LEIA
I had nothing to do with it. General Rieekan thinks it's dangerous for any ships to leave the system until we know where that probe came from.

LUKE
Probe? What probe?

HAN
That makes a good story. But I think you just can't bear to let me out of your sight.

LEIA
I don't know where you get your delusions, laser brains.

Chewie is amused; he LAUGHS in his manner. Han is enjoying this. He regards Chewie good-humoredly.

HAN
Laugh it up, fuzz ball. You didn't see her alone with me in the south passage.

Luke sparks to this; he looks at Leia.

LEIA
(to Luke)
I don't know what he's talking about.

HAN
Ooops! I guess you haven't told Luke about that yet.

LUKE
About what?

HAN
Now don't get the wrong idea, pal. She was just trying to express her true feelings for me.

57 CONTINUED 57

LEIA
(to Han)
You must have gone completely out of your feeble mind.

HAN
Come on, your highness, are you telling me you haven't been thinking about that kiss?

Leia is flushed, eyes darting between Luke and Han.

LEIA
Why you low-down, stuck-up, half-witted, scruffy-looking nerf-herder.

HAN
Who's scruffy-looking?
(a big grin)
I tell ya' sweetheart, I must've hit pretty close to the mark to get you hoppin' like this. Doesn't it look that way to you, Luke?

LUKE
(staring at Leia)
Yeah ... it does ... kind of.

Leia looks vulnerable for a moment, then the mask again, focussing on Luke.

LEIA
Oh it does, does it? Well, I guess you don't understand every-thing about women yet ... do you, sonny?

With that Leia leans over and kisses Luke on the lips. Then she stands and walks out. Everyone is dumbstruck. The door closes behind Leia and they all look at each other in silence.

In the distance, the muffled sound of an alarm is heard.

58 SPACE - IMPERIAL FLEET 58

Six huge star destroyers rest in space in the Hoth System.

59 INT STAR DESTROYER - VADER'S CHAMBER 59

A dark cubicle is illuminated by a single shaft of light from above. The brooding Dark Lord sits on a raised meditation cube. General Veers enters the room and approaches Vader. Vader doesn't move. Veers, although seemingly very sure of himself, is still not bold enough to interrupt the meditating Lord. The young general stands quietly at attention until the evil presence speaks.

VADER
What is it, Veers?

VEERS
My Lord, the fleet has moved out of light speed. Com-Scan has detected an energy field protecting an area on the sixth planet in the Hoth System. The field is strong enough to deflect any bombardment.

VADER
(angry)
The rebel scum is alerted to our presence. I told Admiral Ozzel not to go out of light speed so close to the system.

VEERS
He felt surprise was a wiser ...

VADER
He's as clumsy as he is stupid. A clean bombardment is impossible with that energy shield up. Prepare your troops for a surface attack.

Veers turns smartly and leaves as Vader activates a large view-screen showing the bridge of the mighty space cruiser. Admiral Ozzel appears, with Captain Piett in the background.

OZZEL
Lord Vader, the fleet has moved out of light ...

VADER
Captain Piett!

The Captain steps forward, as the Admiral moves away slightly confused, touching his throat as it begins to constrict.

59 CONTINUED 59

PIETT
Yes, My Lord.

VADER
Make ready to land General Veers' assault troops on the surface. Then deploy the fleet so that nothing can get off that system. You're in command now, Admiral Piett.

Piett is as pleased as he is surprised. Admiral Ozzel has been struggling to breathe in the background and now with a final choke, he dies.

60 INT MAIN HANGAR DECK - REBEL BASE 60

Alarms sound. Troops, ground crews and droids rush to their alert stations. Armored landspeeders are lined up in attack formation near the main entrance. Leia is briefing a group of pilots gathered in the center of the hangar. Beyond them Han can be seen doing some frantic welding on the lifters of the Millenium Falcon.

LEIA
... the large transport ships will leave as soon as they're loaded. Only two fighter escorts per ship. The energy shield can only be opened for a split second at a time, so you'll have to stay very close to the transports.

PILOT
What about those Imperial ships out there?

LEIA
The ion cannon will fire two blasts which will destroy any enemy ships in your flight path. Then proceed to the rendezvous point. Good luck.

The pilots hurry away.

61 INT MAIN HANGAR DECK - MILLENIUM FALCON - REBEL BASE 61

Han finishes his work and hops down to the hangar floor. He pulls out his com-link, all the time eyeing the lifters.

HAN
(into com-link)
All right, Chewie, give it a try.

Leia passes, giving Han a dirty look. A mechanism on the pirate's ship makes a noise and the lifters begin to rise. Suddenly there is a malfunction and the right lifter breaks partially loose, swinging down with a crash. Han winces. Leia, across the hangar, turns at the sound and shoots Han a "What a screw-up!" look, then goes out.

HAN
(into com-link)
Hold it, Chewie.

62 INT COMMAND CENTER - REBEL BASE - HOTH 62

The command center is quiet but tense, a marked contrast to the rushing about on the hangar deck. Only the buzz of complicated eclectronic equipment overrides the silence. General Rieekan watches over the shoulder of a RADARMAN as hundreds of small dots dance across a scope readout. Leia joins him.

RADARMAN
Imperial assault craft have landed on the far side.

RIEEKAN
If they reach the power generators, that will be the end of our energy shield.

LEIA
We must hold them off until all our ships are safely away.

CONTROLLER
The first transport is ready ... Stand by to fire the ion cannon.

63 EXT IMPERIAL STAR DESTROYER - SPACE 63

FULL SHOT - A huge Imperial Star Destroyer rests against a sea of stars with the white surface of the planet Hoth far below in the left part of the frame.

64 INT IMPERIAL STAR DESTROYER NO. 1 BRIDGE 64

FULL SHOT - Interior Imperial Star Destroyer. Out window stars and the white planet on the left side of the frame.

CONTROLLER
Sir ... rebel ship coming into our sector.

CAPTAIN
Good, our first catch of the day. Close in ....

65 COMMAND CENTER - REBEL BASE 65

The long line of rebel controllers are tense, as are Princess Leia and General Rieekan, although they try not to show it. R-2 scoots by in the background followed by Threepio; they leave the room.

CONTROLLER
Our transport is approaching the shield.

RADARMAN
Open the shield and fire.

66 EXT ION CANNON - REBEL BASE ICE COVE 66

FULL SHOT - Giant ball-shaped ion cannon as it rotates into position and blasts two red energy beams skyward.

67 SPACE - HOTH REBEL TRANSPORT 67

FULL SHOT - SPACE - The planet Hoth covers two-thirds of the frame, left and lower. A medium rebel transport races away from the planet, followed by the two red energy beams. All race over camera.

68 SPACE - IMPERIAL STAR DESTROYER - REBEL TRANSPORT 68

FULL SHOT TRUCKING as the rebel transport races over the camera toward the waiting Imperial Star Destroyer, followed, then overtaken by the two red energy bolts. The Imperial Star Destroyer is hit in the conning tower by the bolts, causing great explosions.

69 SPACE - IMPERIAL STAR DESTROYER - REBEL TRANSPORT 69

FULL SHOT - Imperial Star Destroyer as a series of explosions rock the ship causing it to veer, then spin wildly out of control. SIDE VIEW of Star Destroyer right to left as it careens into deep space, and the rebel transport moves across the screen left to right. PAN with the rebel ship as it races away to safety.

70 MAIN HANGAR DECK - REBEL BASE - HOTH 70

Pilots, gunners and R-2 units hurry about. Luke, pulling on his heavy weather gear, is headed toward a row of armored speeders. He stops at the back of the Millenium Falcon, where Han and Chewie are trying to repair the right lifter with even more haste than before. Luke speaks up to them.

LUKE
Looks like this'll be it for awhile. Chewie, take care of yourself ... and watch over this guy, will ya.

Chewie BARKS a farewell and returns to his work. Han and Luke exchange warm looks.

LUKE
I hope you make your peace with Jabba.

HAN
Don't worry. You haven't seen the last of us.

Han swings down by one arm like a monkey and clasps Luke's hand. They hold for a long moment, then break. Luke nods and moves away. Han watches him go.

HAN
Give 'em hell, kid.

He goes back to work. Everyone cheers at the announcement which echos through the hangar.

ANNOUNCER (OVER PA)
First transport is clear and away.

Luke hurries up to his landspeeder. His gunner, DACK, a fresh-faced, eager kid, is glad to see him. They climb in.

DACK
Are you feeling all right, sir?

LUKE
Like new, Dack. How 'bout you? Ready to try some real fighting?

DACK
Yes, sir! Right now I feel like I could take on the whole Empire myself. You know what I mean, Commander?

LUKE
(quietly, strapping in)
Yeah, I know ... I know.

Leia's voice comes over the PA system.

70 CONTINUED 70

LEIA (OVER PA)
Speeder pilots ... Your fighters are being towed to the south slope. They should be safe there. You'll get a signal when the evacuation is complete.

71 ICE CORRIDOR - REBEL BASE - HOTH 71

Threepio and Artoo stand in the middle of the corridor as troops and aides rush past them.

THREEPIO
Why is it when things seem to get settled, everything falls apart. Well, I guess it's goodbye then ... Take good care of Master Luke ... and take good care of yourself, too. Until we meet again ....

Artoo replies with a whistle and a toot, turns and speeds down the hallway. Threepio waves, then turns and moves off in the opposite direction.

72 EXT ICE CAVE (MATTE) 72

With gun tower in the foreground, men rush about getting ready for the battle. The giant gun swings around pointing to camera slightly left to right.

73 EXT ICE PLAIN - SNOW TRENCH - HOTH 73

MED SHOT - Rebel troops carry heavy bazooka-type weapons into position along a snow trench. Men rush about as officers yell orders and brace themselves against the rhythmic gusts of wind.

74 EXT ICE PLAIN - GUN TOWERS 74

MED SHOT - Rebel troops load power packs into a gun turret and swing its guns into position.

75 EXT ICE PLAIN - POWER GENERATORS - GUN TOWERS 75

MED SHOT - Rebel troops move a dish-like ray gun into position. The huge power generator can be seen in background against the ice cliffs.

76 EXT ICE PLAIN - POWER GENERATORS - GUN TOWERS 76

MED SHOT of generator, as men scurry about in the foreground carrying equipment. The loud buzz and popping of the generator is deafening. Long fingers of energy fly off the huge cores every so often. One trooper moves into the foreground as he hears something but can't quite make out what it is.

77 EXT ICE PLAIN - POWER GENERATORS - GUN TOWERS 77

MED CLOSE-UP - An officer in the trench hears the sound also. He turns toward the ice plain horizon. All work stops as the men listen to the distant, thump, thump, thump sound. The officer squints to see something.

78 EXT ICE PLAIN - HOTH - POV 78

WIDE SHOT - A thin horizon line cuts across the bleak landscape. Small dot-sized objects begin to appear on the horizon: the wind begins to pick up.

79 EXT ICE PLAIN - HOTH 79

EXTREME CLOSE-UP - The giant foot of an Imperial snow walker crashes thru frame, kicking up snow and ice. It rises out of frame.

80 EXT ICE PLAIN POWER GENERATOR - GUN TOWERS 80

MED SHOT - The rebel officer lifts a pair of electro-binoculars to his eyes.

81 EXT ICE PLAIN - HOTH - POV 81

ELECTRO-BINOCULAR POV of very close view on a giant walker, the view ZOOMS back to reveal a full shot of three approaching walkers. Small flashes appear around the guns of the lumbering monsters.

82 EXT ICE PLAIN - POWER GENERATORS - GUN TOWERS 82

MED SHOT - The officer drops his binoculars as the regular rhythmic pounding begins to vibrate the ground. It grows louder, with a high-pitched, metallic rattling. He speaks into a com-link.

82 CONTINUED 82

LIEUTENANT
Incoming! Open up ... they're point 03, Commander Skywalker.

LUKE
We're on our way.

The ice and snow explode around the officer and his men.

83 EXT ICE PLAIN - POWER GENERATORS - GUN TOWERS 83

MED SIDE ANGLE - The rebel troops aim their weapons at the horizon as explosions erupt all around them. They are nervous, and tighten their weapons from the cold or fear. Behind the troops a dozen speeders race screen left to right.

84 EXT ICE PLAIN - BATTLEFIELD - HOTH 84

MED FULL SHOT - Four speeders race over camera at full throttle. Slight left to right angle.

85 EXT ICE PLAIN - BATTLEFIELD - HOTH 85

HIGH ANGLE - Trucking with speeders as they accelerate away from camera toward the distant walkers.

86 EXT ICE PLAIN - BATTLEFIELD - HOTH 86

MED CLOSE-UP - Walker head fires at speeders. Second walker in background. Moving right to left.

87 EXT ICE PLAIN - BATTLEFIELD - HOTH 87

MED FULL SHOT - Two speeders going left to right across ice plain. The one in the foreground explodes in a ball of flames. Camera trucking with ships.

88 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 88

INT SPEEDER OVER-SHOULDER - Pilot (Luke) works his controls as he fires at the approaching walkers. The monstrous machines fire back, shaking the speeder in a hail of flack.

89 EXT ICE PLAIN - BATTLEFIELD - HOTH 89

MED SHOT - Side view looking forward along head of walker as two speeders race toward it, split and fly past. One speeder on the far side of the head, the other to camera.

90 EXT ICE PLAIN - BATTLEFIELD - HOTH 90

FULL SHOT - Two speeders going away, race over camera past walker and bank to the right. Camera trucks in at slower speed toward flank of walker during shot.

91 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 91

INT PILOT POV - Speeder cockpit. Speeder turns, approaching walker number one, and flys through the legs of the monstrous machine. The horizon twists as the speeder banks through the legs. Second walker in background.

LUKE
Rogue Leader to Rogue Three.

WEDGE
Copy, Rogue Leader.

92 INT LUKE'S SNOW SPEEDER - ROGUE LEADER 92

CLOSE-UP LUKE - Looking back to the speeder cockpit. The horizon twists and shakes behind Luke's head as he swings the tiny craft around for another run.

LUKE
Wedge, split your squad into pairs ...

93 EXT ICE PLAIN - BATTLEFIELD - HOTH 93

FULL SHOT - Pan through foreground legs of walker as speeder banks and turns away. Two other speeders pass the first speeder going in the opposite direction.

94 EXT ICE PLAIN - BATTLEFIELD - HOTH 94

MED FULL SHOT - Three walkers marching right to left firing all cannons.

95 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 95

CLOSE-UP LUKE - Luke speeds towards approaching snow walkers.

96 INT WALKER NO. 3 COCKPIT 96

Two pilots watch the distant gun emplacements as they maneuver their war machine forward.

PILOT
On the right!

Luke's speeder banks in from the side and heads straight for the viewport, blasting away. A huge explosion hits the window and dissipates. The speeder roars over the window.

97 EXT ICE PLAIN - BATTLEFIELD - HOTH 97

FULL SHOT - Moving across the top of the walker as Luke's speeder skims across it. Trucking with the speeder then it flys overhead.

98 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 98

CLOSE-UP LUKE LOOKING BACK as the walker grows small in the distance.

LUKE
That armor is too strong for blasters.

99 EXT ICE PLAIN - BATTLEFIELD - HOTH 99

OVERHEAD TWISTING FULL SHOT WALKER - Luke's speeder banks up toward camera and turns.

100 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 100

SIDE VIEW CLOSE-UP LUKE - On the horizon a walker moves up past the cockpit window twisting as Luke banks and starts another run.

LUKE
Rogue Group use your harpoons and tow cables. Go for the legs. It's our only hope of stopping them. Hobbie, are you still with me?

101 INT HOBBIE'S SNOWSPEEDER - ROGUE FOUR 101

CLOSE-UP FRONT HOBBIE as the horizon twists then rights itself in the background. Hobbie, a tanned-skin vet of many battles, expertly works his controls.

HOBBIE
Yes, sir.

LUKE (VO)
Well stick close now.

102 EXT ICE PLAIN - BATTLEFIELD - HOTH 102

FULL OVERHEAD TRUCKING - Luke's speeder races into the frame from the left in full bank, then straightens out. Hobbie's ship comes in from the left and moves in next to Luke's ship in a tight formation. They bank in unison and drop closer to the ice surface.

103 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 103

SIDE CLOSE-UP DACK - Struggles with his harpoon gun as he bounces around in the tumbling ship.

DACK
Whoea! Luke, I can't seem to find my restraints ....

Explosions flash outside the window. As the ship moves left to right they pass a walker in the distance.

104 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 104

INT PILOT'S POV - Over the shoulder of Luke as he swings the speeder around and aims it at the oncoming walker. Laser bolts and flack create a deadly wall the speeder must pass through.

LUKE
Just hang on Dack, and get ready to fire that tow cable ....

A huge explosion engulfs Luke's speeder, the battered craft wobbles a bit.

105 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 105

FRONT CLOSE-UP LUKE - As the speeder shudders under the impact of the explosion, but he manages to regain control of the craft. The horizon twists in the back-ground.

105 CONTINUED 105

LUKE
Stand by, Dack, we're almost there. Are you okay, Dack?

106 EXT ICE PLAIN - BATTLEFIELD - HOTH 106

FULL LOW ANGLE - The two speeders fly in a tight formation toward the camera as explosions burst all around the craft. The speeders fly right over the camera.

107 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 107

SIDE CLOSE-UP LUKE - Interior speeder as Luke struggles to turn around to see if Dack is alright. In the background the giant legs of the walker pass by as Luke banks under the monstrous machine.

LUKE
Dack!

108 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 108

CLOSE-UP DACK FROM LUKE'S POV - Dack is lost, blood streams down his forehead which rests on his smoldering controls. Out the back window the receding walker can be seen in the distance.

109 EXT ICE PLAIN - POWER GENERATORS - GUN TOWERS 109

MED SHOT - Rebel troops fire their strange weapons at the oncoming walker. Explosions burst all around them. A gun turret explodes in the foreground.

110 EXT ICE PLAIN - POWER GENERATORS - GUN TOWERS 110

MED SHOT - Rebel troops fire at camera with the generator visible in the distance. Explosions erupt in the foreground.

111 EXT ICE PLAIN - POWER GENERATORS - GUN TOWERS 111

MED SHOT - The rebel officer we had seen earlier is hit by laser fire. Troops rush to his aid.

112 EXT ICE PLAIN - POWER GENERATORS - GUN TOWERS 112

MED SHOT - Rebel troops fire the dish-like ray gun. The generator is seen in the background.

113 EXT ICE PLAIN - BATTLEFIELD - HOTH 113

FULL SHOT - Two walkers (one near, one far) lumber on toward camera as a speeder between them explodes in a ball of flames going left to right.

114 INT MAIN HANGAR DECK - HOTH 114

Muffled explosions create ear-shattering cracks in the ice roof of the hangar. Han and Chewie look up from their frantic welding to see the gap in the ceiling grow wider. Han makes a final weld.

HAN
First chance we get, we're giving this crate a complete overhaul ... That's tight enough. Let's get out of here before we become permanent residents.

115 COMMAND CENTER - REBEL BASE - HOTH 115

Large chunks of snow tumble into the command center. Leia seeks shelter.

LEIA
Two transports at a time is awfully risky.

RIEEKAN
We have no choice. Send them up ... and start clearing everyone out.

116 INT IMPERIAL WALKER NO. 1 116

COCKPIT - Over the shoulders of the pilots to the power generator in the distance. Explosions all around. Two speeders race by right to left. The pilots fire at the gnat-like attackers. General Veers moves in between the pilots.

VEERS
What's the range to the power generators?

116 CONTINUED 116

PILOT
Six twenty one .... still too far out of range, but it won't be long.

117 INT IMPERIAL WALKER NO. 1 COCKPIT 117

CLOSE-UP VEERS - As he bounces along, he pulls down an electro-telescope and studies the rebel positions.

VEERS
We have that line of gun emplacements to get through ....

PILOT
No problem ....

Suddenly, the huge vehicle rocks violently. The pilots scramble over their controls to level the crafts.

VEERS
What's that?

118 EXT BATTLEFIELD - HOTH 118

HIGH SHOT - Side view of a speeder going left to right as it banks sharply and dives away from camera toward the fast rushing surface.

119 INT WEDGE'S SNOWSPEEDER - ROGUE THREE 119

CLOSE-UP FRONT - Wedge lets out a rebel yell, the horizon twisting behind him.

120 EXT BATTLEFIELD - HOTH 120

FULL SHOT TRUCKING - Panning with the speeder as it turns around and races under camera. Starts going left to right, turns to go overhead.

121 INT WEDGE'S SNOWSPEEDER - ROGUE THREE 121

OVER THE SHOULDER POV pf Wedge as he heads toward Walker No. 3, going almost to where it passes between the legs.

122 INT WEDGE'S SNOWSPEEDER - ROGUE THREE 122

CLOSE-UP SIDE SHOT of the gunner as he passes the legs. He reaches for the firing switch.

WEDGE
Activate harpoon.

123 EXT BATTLEFIELD - HOTH 123

MED FULL SHOT of the speeder racing to camera through the legs of Walker No. 3.

124 INT WEDGE'S SNOWSPEEDER - ROGUE THREE 124

CLOSE-UP HAND pushes button that fires harpoon.

125 INT WEDGE'S SNOWSPEEDER - ROGUE THREE 125

BACK POV from gunner as the harpoon flashes and fires at the receding legs.

ROGUE THREE GUNNER
Cable out! Let her go ....

126 EXT BATTLEFIELD - HOTH 126

MED SHOT of the harpoon going right to left and embedding itself in one of the legs of Walker No. 3.

127 INT WEDGE'S SNOWSPEEDER - ROGUE THREE 127

CLOSE-UP SIDE WEDGE as he checks his controls, and banks around the walker's front. Left to right.

128 EXT BATTLEFIELD - HOTH 128

FULL SHOT SPEEDER as it races left to right around one of the giant walker feet, trailing the cable behind it. The speeder continues around the back foot going right to left. Truck with the Walker No. 3.

129 EXT BATTLEFIELD - HOTH 129

HIGH OVERHEAD MOVING SHOT of speeder as it circles the walker moving around the tail end. A second speeder passes in the foreground with the cable in tow.

130 EXT BATTLEFIELD - HOTH 130

FULL PANNING SHOT of speeder moving left to right in front of the giant legs of the walker towing the cable.

131 INT WEDGE'S SNOWSPEEDER - ROGUE THREE 131

CLOSE-UP OF WEDGE as he swings the speeder between the legs of the giant walker.

132 INT WEDGE'S SNOWSPEEDER - ROGUE THREE 132

PILOT'S POV of walkers legs as the speeder races along the side close to the lumbering machine.

ROGUE THREE GUNNER
Cable out!

133 EXT BATTLEFIELD - HOTH 133

FULL SHOT panning with the speeder as it zooms behind the legs moving right to left.

134 INT WEDGE'S SNOWSPEEDER - ROGUE THREE 134

CLOSE-UP HAND pushes button on cable release inside speeder cockpit.

135 EXT BATTLEFIELD - HOTH 135

CLOSE-UP CABLE RELEASE on back of the speeder as it snaps loose and the cable drops away.

136 EXT BATTLEFIELD - HOTH 136

FULL SHOT OF THE SPEEDER zooming over camera and away into the distance moving slightly right to left. Low angle, no horizon showing.

137 EXT BATTLEFIELD - HOTH

MED SHOT of the tangled legs and feet of Walker No. 3 coming to camera. The monster begins to stumble.

138 EXT BATTLEFIELD - HOTH 138

EXTREME LONG SHOT OF WALKER NO. 3 through the legs of a foreground walker. The giant Imperial assault

138 CONTINUED 138

machine stumbles and starts to fall to the ground. Side angle moving right to left.

139 EXT BATTLEFIELD - HOTH 139

CLOSE FULL SHOT of Walker No. 3 coming to camera crashing into the snow which flies in all directions.

140 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 140

CLOSE-UP LUKE FRONT with twisting horizon background.

WEDGE (VO)
Rogue Leader .... One down, Luke.

LUKE
I see it Wedge .... good work.

141 EXT ICE PLAIN - SNOW TRENCH - GUN TOWERS 141

MED SHOT OF TROOPS in the trenches cheering at the fallen walker. A damaged gun turret smolders in the background. An officer gives a signal in the foreground and the rebel troops charge the fallen walker moving left to right.

142 EXT ICE PLAIN - POWER GENERATORS - GUN TOWERS 142

FULL SHOT of the troops jumping out of the trenches running to camera. The main power generator can be seen in the distance.

143 EXT BATTLEFIELD - HOTH 143

FULL SIDE TRUCKING SHOT of rebel troops running left to right as two speeders race overhead going in the same direction.

144 EXT BATTLEFIELD - HOTH 144

FULL SHOT of downed Walker No. 3 as Imperial Snow Stormtroopers climb out of the smoldering walker and start firing at the coming rebels. The rebel troops run over the camera toward the Imperial forces, followed by two rebel speeders flying low overhead.

145 EXT BATTLEFIELD - HOTH 145

CLOSER ANGLE - Troops rush and fire at the fallen walker as a speeder banks low overhead, blasting away, causing great explosions around the walker.

146 EXT BATTLEFIELD - HOTH 146

FULL SHOT of luke and Rogue Two's speeder flying in formation, banking from right to left and flying overhead. Low angle, no horizon. Flak bursts all around them.

147 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 147

CLOSE-UP OF LUKE from the front. He looks over to Rogue Two on his left. The horizon levels out behind him. The ship shudders as flack bursts all around his speeder.

LUKE
Steady, Rogue Two, I'll cover for you.

148 INT ZEV'S SNOWSPEEDER - ROGUE TWO 148

SIDE CLOSE-UP ANGLE on Rogue Two. Luke's speeder can be seen in the background. The speeders are moving left to right. Rogue Two is wounded in the face.

ROGUE TWO (ZEV)
It's no good, I can't see.

LUKE (VO)
Steady, just keep it steady.

The ship bounces under the constant impact of flack.

149 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 149

LUKE'S POV OUT THE SPEEDER window at the distant oncoming walker as flack bursts on all sides. Laser bolts streak past.

LUKE
I'll lead you in.

150 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 150

CLOSE-UP FRONT LUKE works his controls, as the ship

150 CONTINUED 150

shudders under the impact. He keeps looking screen left to Rogue Two.

LUKE
Is your gunner alright?

ROGUE TWO GUNNER (VO)
I'm O.K., sir.

LUKE
Just keep it steady. Don't try to ....

Luke's speeder is rocked by a huge explosion, and a loud metal scream drowns out Luke's sentence. He struggles with the controls as a look of terror crosses his face. Smoke pours out the back and the horizon twists.

151 EXT BATTLEFIELD - HOTH 151

FULL SHOT of oncoming walkers in distance as Luke's speeder races over camera moving left to right trailing smoke and flames. The speeder crashes into the snow a few yards in front of the walker.

152 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 152

INT CLOSE-UP inside Luke's cockpit as he struggles to get out. He gets desperate as he looks out the cockpit window.

153 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 153

LUKE'S POV out cockpit window of giant walker feet crunching even closer. The ship shudders under the impact of the huge metal feet pounding the ice plain.

154 INT ZEV'S SNOWSPEEDER - ROGUE TWO 154

CLOSE-UP FRONT Rogue Two, blood streaming down his face, struggles with his controls. The flack is murder.

ROGUE TWO (ZEV)
Luke .... What happened, I can't ....

The cockpit explodes in a ball of flames.

155 EXT BATTLEFIELD - HOTH 155

FULL SIDE SHOT of Rogue Two's speeder exploding in a ball of flames going left to right.

156 INT LUKE'S SNOWSPEEDER - ROGUE LEADER 156

SIDE ANGLE CLOSE-UP from inside the cockpit as Luke manages to get the hatch open and pulls himself out. The ship shakes from the approaching walker.

157 EXT BATTLEFIELD - HOTH 157

EXTREME CLOSE-UP of giant walking foot as it comes crashing to the ground, sending snow in all directions.

158 EXT BATTLEFIELD - HOTH 158

MED FULL SHOT (looking back at Luke, away from walker) as Luke climbs out of the speeder and starts to run forward. The ominous shadow of the huge Walker No. 2 falls over him as he looks up at the approaching monster. The ground shakes under the impact of the pounding feet. Luke gets an idea and runs back to the speeder, reaching inside the cockpit for something.

159 EXT BATTLEFIELD - HOTH 159

EXTREME CLOSE-UP of the giant walker's foot as it comes crashing to the ground, sending snow in all directions.

160 EXT BATTLEFIELD - HOTH 160

MED CLOSE-UP as Luke rummages through the smoldering speeder and comes up with a climbing gun. Luke looks up, and ducks as the front foot of the walker comes crashing down right behind him, shaking the speeder violently. He reaches back in the cockpit for something else, glancing up with a worried look.

161 EXT BATTLEFIELD - HOTH 161

LUKE'S POV of the moving underbelly of the huge Walker No. 2 as it passes over his head.

162 EXT BATTLEFIELD - HOTH 162

CLOSE-UP of Luke outside the speeder as he searches the cockpit, straining to reach inside.

163 INT LUKE'S SNOWSPEEDER - INSERT 163

CLOSE-UP Luke's arm inside the speeder. He grabs a hold of a large landmine-type bomb and pulls it out of the speeder cockpit.

164 EXT BATTLEFIELD - HOTH 164

MED FULL SIDE VIEW as Luke pulls the landmine out of the cockpit and leaps away just as the huge black foot of Walker No. 2 comes crashing down on the tiny speeder. The rebel vehicle is crushed flat by the powerful walker.

165 EXT BATTLEFIELD - HOTH 165

MED CLOSE-UP of Luke as he stumbles up out of the snow and runs toward camera slightly left to right chasing after the lumbering walker. He hooks the landmine around his neck.

166 EXT BATTLEFIELD - HOTH 166

CLOSE-UP LUKE as walker foot raises in background.

167 EXT BATTLEFIELD - HOTH 167

MED PAN PAST the back legs of Walker No. 2 following Luke as he runs under the monstrous machine and fires the gun at the underbelly of the walker, directly above him. A thin cable follows the projectile from the gun. Another walker can be seen in the background moving left to right.

168 EXT BATTLEFIELD - HOTH 168

CLOSE-UP OF MAGNETIC head and cable attaching itself on the underbelly of Walker No. 2. The cable is pulled tight as Luke tests it.

169 EXT BATTLEFIELD - HOTH 169

MED SHOT of Luke running and climbing up the cable. The second walker can be seen left to right in the background.

170 EXT BATTLEFIELD - HOTH 170

EXTREME LONG SHOT of Luke dangling from the underbelly of Walker No. 2, moving right to left. The giant legs of a second walker move through the foreground.

171 EXT BATTLEFIELD - HOTH 171

MED CLOSE-UP of Luke climbing the cable to the underbelly of Walker No. 2 going right to left. Two rebel speeders pass in the background. Flack burst in the distance.

172 EXT BATTLEFIELD - HOTH 172

HIGH ANGLE LOOKING down at Luke as he climbs the cable into a close shot. The walker's giant feet are seen pounding across the moving snow. Stray laser bolts pass him as he swings.

173 EXT BATTLEFIELD - HOTH 173

MED SIDE SHOT of Luke as he reaches the hull of Walker No. 2, next to a small hatch. Luke, hanging precariously, cuts the solid metal hatch with his laser-sword.

174 EXT BATTLEFIELD - HOTH 174

CLOSE SIDE ANGLE of Luke taking the landmine from around his neck and placing it inside the Imperial machine. He closes the hatch and starts down the cable, fast.

175 EXT BATTLEFIELD - HOTH 175

LOW ANGLE looking up at Walker No. 2 as Luke slides down the cable, then drops past camera.

176 EXT BATTLEFIELD - HOTH 176

SIDE MED SHOT of Luke falling, then drops out of the frame.

177 EXT BATTLEFIELD - HOTH 177

3/4 REAR LOW ANGLE SHOT of the giant Walker No. 2. It stops in mid-step. A muffled explosion is heard, then the insides of the giant walker come blasting out every conceivable opening. It sits dead in its tracks, smoking like a locomotive on stilts.

178 COMMAND CENTER - REBEL BASE 178

The command center is a shambles. The continual explosions outside have caused a massive cave-in. A lone controller works at the remaining computer board, while Leia, Threepio and another controller attempt to move a cake of ice off of General Rieekan. Finally, the ice tumbles to one side and Leia goes to the General, but it's too late. Threepio inspects the General's pulse.

THREEPIO
I'm afraid he's no longer functioning.

Leia is truly sorrowful. She holds the General's hand a moment nd regards him reflectively.

CONTROLLER
(urgent)
The last transport is waiting.

Another explosion rocks the area.

THREEPIO
Beg your pardon, ma'am, but our possible avenues of exit are being rapidly reduced.

Leia nods, stands, and speaks to the controller with renewed authority.

LEIA
Tell the ship we're on our way, and signal the troops in the field to retreat to their fighters.

179 INT ICE CORRIDOR - REBEL BASE - HOTH 179

Apart from the distant thunder of laser blasts, the corridor is strangely quiet and empty. Running footsteps echo through the freezing hallway, then Han appears. He hurries toward the Control Center just as Leia, Threepio and the two controllers exit the room. Leia is surprised to see him. Han is greatly relieved to see her.

HAN
... I heard on the com-link the command station was destroyed. You all right?

Leia nods, still a little confused.

179 CONTINUED 179

LEIA
General Rieekan's dead.

Han grimaces at the news, then looks them over.

HAN
This all that's left of your unit? You'd better hurry, the transport's waiting for you.

180 INT ICE CORRIDOR - REBEL BASE - HOTH 180

With 3PO trailing behind, they race down the corridor to where it ends in a T and round the corner only to find it blocked with ice and snow. They start back the other way when Han stops at a door with a big cross on it.

HAN
That way is going to take too long. Let's go through these storage rooms.

He starts for the door and hears a faint banging.

HAN
Hey! Someone's still in here.

LEIA
Wait, don't open it ... that's one of the traps for the ice creatures.

The pounding increases.

THREEPIO
Oh my, there must be a hundred of them in there.

They race down the corridor.

181 INT COCKPIT - REBEL TRANSPORT 181

The pilots are getting nervous, the captain leans over one.

CAPTAIN
I don't know if there's anyone left alive in there. Give it one more try.

181 CONTINUED 181

PILOT
Control unit 33, this is transport XJ ... We can't wait any longer ....

182 INT ICE CORRIDOR 182

Han pulls his com-link out and talks as he runs.

HAN
Hello, XJ! They're coming now ...

Suddenly there is an explosion, a loud crack. Han turns, grabs the Princess and pulls her to the wall as a giant cave-in smothers the two controllers.

Han grabs his com-link as Leia helps Threepio dig himself out of the snow.

HAN
Transport XJ, get out of here. Go!

THREEPIO
The energy shield is down. We'll be stuck here forever.

183 EXT REBEL GUN EMPLACEMENT - HOTH 183

The icy wind picks up as the battle rages. Rebel and Imperial troops are firing at each other at point blank range.

184 EXT SNOW BY REBEL GUN EMPLACEMENT - HOTH 184

A walker steps on several rebel troops as they attempt to flee.

185 EXT REBEL GUN EMPLACEMENT 185

A rebel officer puts his hand to his helmet earphone in an attempt to hear his com-link.

COM-LINK
Disengage - Disengage - Ships away. Begin retreat action.

The officer flips a switch on his com-link and a loud whistle is heard. He signals his men to retreat.

186 EXT BATTLEFIELD - HOTH . 186

LOW ANGLE MEDIUM SHOT of Walker No. 1 as it advances at camera, going slightly right to left. The smoldering walker that Luke just blasted stands dead in its tracks in the background.

187 INT IMPERIAL WALKER NO. 1 - COCKPIT 187

CLOSE over the shoulder of walker pilot. POV pf rebel troops and power generators. Veers steps into the frame.

188 INT IMPERIAL WALKER NO. 1 - COCKPIT 188

REVERSE CLOSE-UP of Veers as he studies various readouts.

PILOT
All resistance is fading.

VEERS
Good, we have them now. Prepare to target the main generator.

189 EXT REBEL GUN EMPLACEMENT 189

MED SHOT - Rebel troops retreat under the onslaught.

190 EXT REBEL GUN EMPLACEMENT - HOTH 190

ANOTHER ANGLE - Rebel troops retreat as a walker looms in the background. Pan down to troops as an explosion hits.

191 EXT BATTLEFIELD - HOTH 191

HIGH ANGLE pf troops fleeing and firing back toward camera.

192 EXT BATTLEFIELD - HOTH 192

LOW ANGLE FULL SHOT of three of the giant walkers advancing to camera, firing lasers, with troops in foreground running toward and over camera as the snow erupts all around them. A lone rebel speeder is in the background.

193 EXT BATTLEFIELD - HOTH 193

BACK CLOSE-UP of guns on walker-head, firing.

194 EXT BATTLEFIELD - HOTH 194

MED BEHIND TROOPS fleeing over camera, the ground explodes around them.

195 INT WALKER NO. 1 - COCKPIT 195

CLOSE-UP VEERS inside Walker No. 1 cockpit. He speaks over the com-link as he studies various readouts.

VEERS
.... yes, Lord Vader. I've reached the main power generators and I'm destroying them now. The shield will be down in moments. You may start your landing ....

PILOT
Look out!

Veers looks out the cockpit window.

196 EXT BATTLEFIELD - HOTH 196

FULL SHOT of Hobbie's speeder, Rogue Four, as it races over camera right at the head of the oncoming walker.

197 INT WALKER NO. 1 - COCKPIT 197

OVER THE SHOULDER of Veers and his pilots as the speeder crashes into the front wondow.

PILOT
He's going to ....

Impact, huge explosion.

198 EXT BATTLEFIELD - HOTH 198

FULL SHOT of Walker No. 1 with head exploding and flying into a million pieces.

199 EXT BATTLEFIELD - HOTH 199

FULL SHOT Walker No. 1. After a few moments the headless walker topples over on its side in a cloud of snow.

200 EXT BATTLEFIELD - HOTH 200

The clamor of battle is heard in the distance. Stray laser bolts whiz past. Debris and rubble are scattered everywhere. Nearby stands the burned-out hulk of No. 2 Walker Luke destroyed, hatches and metal parts clanking in the chilly Hoth wind.

201 EXT BATTLEFIELD - SNOWDRIFT - HOTH 201

Luke pops his head out of a hole in the snow. Still a little shaken, he tries to stand up, but can't. His com-link whistles.

COM-LINK
... ships away. Begin retreat action. All troops begin retreat action.

Luke musters all his strength and starts off through the snow toward a distant ice formation.

202 INT MAIN HANGAR - REBEL BASE - HOTH 202

A distant, huge explosion rocks the hangar deck. Ice cakes come crashing down on the Millennium Falcon. Chewie is pacing under the safety of the ship's landing gear. The giant Wookiee pats the underbelly of his beloved ship and barks a few reassuring words. Chewie searches in vain for his captain. Something catches the Wookiee's eye and he lets out a loud SHRIEK.

It is Han and Leia running toward the ship. Chewie runs out into the falling ice, lets out another SHRIEK, then runs up the ship's ramp. Han and Leia run up the ramp after Chewie. Threepio is not far behind.

203 INT MILLENNIUM FALCON COCKPIT - INT ICE CAVE 203

Ice batters the cockpit windows as Chewie works at the controls. Han rushes in and sits in the pilot's seat. Chewie barks a blue streak at his friend.

203 CONTINUED 203

HAN
I couldn't get back any faster.
It's pretty shaky out there.

Chewie starts chattering a mile a minute about something and points to one of the gauges. Han looks worried.

HAN
I know .... I know. It's not good.
But cheer up .... one way or another
it will be over soon.

204 S C E N E M O V E D 204

204X INT ICE CORRIDOR - REBEL BASE - HOTH 204X

Imperial troops appear pushing through an ice blockage. Vader is revealed.

204Y INT COMMAND CENTER - REBEL BASE - HOTH 204Y

Imperial Troops come rushing through. Vader surveys the place. A huge ice chunk falls, almost hitting him. He continues around it.

205 INT MAIN HOLD MILLENNIUM FALCON - MAIN HANGAR - HOTH 205

Han standing before a control panel, is busy flipping switches as Chewie watches the troublesome gauge. Leia worriedly watches their efforts.

HAN
How's that, Chewie?

The Wookiee barks a negative reply.

LEIA
Would it help if I got out and
pushed?

HAN
Don't worry, your holiness, I'll
get her started.

Threepio clanks into the hold.

THREEPIO
Sir, I was wondering if I might ...

205 CONTINUED 205

THREEPIO
It can wait.

Threepio turns and makes a hasty retreat.

LEIA
This bucket of bolts is never going to get us past that blockade.

HAN
This baby's got a few surprises left in her.

LEIA
I'll be surprised if we ever start moving.

Chewie lets out a loud WHELP as laser bolts begin to hit the cockpit window.

206 INT COCKPIT - MILLENNIUM FALCON - MAIN HANGAR - HOTH 206

SIDE VIEW - Han and Chewie look out the window and see a squad of Stormtroopers rushing into the hangar deck, firing. Han makes a final panel adjustment.

HAN
Well, I've tried everything, Chewie .... You'll just have to switch over, and hope for the best.

Chewie pulls back on the controls and the first stage of engine fire can be heard. Han flashes a big grin at Leia as he swings past her into the pilot's seat.

Leia straps herself into one of the navigator's chairs.

LEIA
Someday you're going to be wrong, and I just hope I'm there to see it.

Han sets himself, looks at Chewie.

HAN
Punch it!

The roar of the Falcon's main engines blast out everything as the ice cave wall rushes by outside the cockpit window, moving right to left.

206 CONTINUED 206

HAN
(shouts)
Chewie!

Han straps himself into the seat. Leia gets into the navigator's chair.

206W INT MAIN HANGAR DECK - HOTH 206W

Stormtroopers are setting up a large Bazooka-like weapon. Behind them the giant hangar doors are opening.

206X EXT MILLENNIUM FALCON - MAIN HANGAR - HOTH 206X

A laser gun appears and swings around.

206Y EXT MILLENNIUM FALCON - MAIN HANGAR - HOTH 206Y

Long shot main hangar. Angle behind Stormtroopers with Millennium Falcon in background.

The Stormtroopers are preparing to fire their Bazooka cannon when they are hit by the gun on the Millennium Falcon. They are thrown about in all directions.

206Z INT MILLENNIUM FALCON - MAIN HANGAR - HOTH 206Z

Chewie comes dashing into the cockpit.

HAN
We'll just have to switch over,
and hope for the best.

A laser hits the window near Chewie as he is settling into his chair. He lets out a loud WHELP. Chewie pulls back on the controls and the first stage of engine fire can be heard. Han flashes a big grin at Leia.

LEIA
Someday you're going to be wrong,
and I just hope I'm there to see it.

Han looks at Chewie.

HAN
Punch it!

The roar of the Falcon's main engines blast out everything as the ice cave wall rushes by outside the cockpit window, moving right to left.

207 OMIT OMIT 207

207X INT MAIN HANGAR - HOTH 207X

Stormtroopers run into hangar. Vader comes out of an ice corridor. The roar of the Millennium Falcon engines is very loud. He stops.

207Y POV VADER - INT MAIN HANGAR - HOTH 207Y

Shooting toward the main hangar doors as the Millennium Falcon (which is now through the door) lifts up and disappears.

208 EXT ICE SLOPE - MILLENNIUM FALCON - HOTH 208

FULL SHOT of Luke and two other pilots looking up in the snowstorm as the Millennium Falcon races from the distance and over the camera. The ship is flying very close to the ground.

209 EXT SKY OVER ICE SLOPE - HOTH 209

Luke's POV Millennium Falcon racing skyward.

210 EXT ICE SLOPE - X WING - HOTH 210

Luke, Wedge, and pilot trudge onward toward the outline of an X wing fighter.

LUKE
There goes the Falcon. At least Han got away. Wedge, that looks like yours over there.

WEDGE
Right. Good luck, Luke.

The pilots split up. Luke waves as the others disappear in the windblown snow. He walks on, and hears a familiar whistle coming from the vague silhouette of a fighter.

LUKE
Artoo, is that you?!

Artoo chirps an excited acknowledgement as Luke climbs aboard the snow-covered spacecraft. Artoo beeps his relief. The roar of the departing X wings can be heard in the distance.

LUKE
Don't worry, we'll be airborne in a second. Open the cockpit and activate the power.

211 INT MAIN HANGAR DECK - REBEL BASE - HOTH 211

Darth Vader strides through the remains of the rebel fortress. Two Stormtroopers struggle to keep up with the giant presence. Admiral Piett catches up with the Dark Lord.

PIETT
Seventeen ships destroyed, we don't know how many got away.

VADER
Anything on the Millennium Falcon?

PIETT
It won't get through the blockade.

VADER
I want that ship.

212 EXT MILLENNIUM FALCON - TIE FIGHTER - STAR DESTROYER - SPACE 212

FULL SHOT, SPACE, with the white planet of Hoth in the lower part of the frame. The Millennium Falcon speeds away from the planet and over camera, closely followed by one huge Star Destroyer and six tiny Tie fighters which also race past camera. The slow moving Star Destroyer fills the frame as it plows ever forward.

213 EXT MILLENNIUM FALCON - TIE FIGHTERS - STAR DESTROYER - SPACE 213

FULL SHOT, SPACE. The Falcon races low over camera toward two very bright star-sized objects. The six Tie fighters zoom overhead in pursuit followed by a huge Imperial Star Destroyer.

214 INT COCKPIT - MILLENNIUM FALCON - SPACE 214

OVERSHOULDER HAN AND CHEWIE. Inside the cockpit Chewie lets out a loud howl. Han checks the deflectors as the ship begins to get buffetted by exploding flax. He appears to be doing six things at once.

HAN
(harried)
I know, I know, I see them ...

LEIA
See what?

HAN
Two more Star Destroyers heading right at us.

LEIA
I'm glad you said there was going to be no problem, or I'd be worried.

Threepio bumps and bangs his way into the cockpit.

THREEPIO
Sir, I was wondering ...

HAN
Sit down, and shut up!

THREEPIO
It can wait.

215 INT COCKPIT MILLENNIUM FALCON - SPACE 215

FULL SHOT INT MILLENNIUM FALCON. POV out window at two approaching Star Destroyers as they grow larger.

215 CONTINUED 215

Small flashes of light on the oncoming Star Destroyers turn into large flak bursts which rock the Falcon. The Star Destroyers grow larger as they get ever closer.

HAN
Chewie, how's the deflector shield holding up?

Chewie barks a reply as he readjusts an overhead switch.

HAN
Good ... at sub-light, they may be faster, but we can still out-manuever them. Hold on!

216 INT COCKPIT MILLENNIUM FALCON - SPACE 216

CLOSE POV - out the Falcon cockpit window as the stars and looming Star Destroyers suddenly shift radically, rising through the top of the cockpit window as the Millennium Falcon starts into a steep dive. Everyone's stomach is in their throat as Han makes a ninety degree dive straight down.

217 EXT MILLENNIUM FALCON - STAR DESTROYERS - SPACE 217

FULL SHOT underneath one of the huge oncoming Star Destroyers as the Millennium Falcon races toward it. Suddenly the Falcon starts into a steep dive straight down toward camera. The Falcon races over camera followed by four Tie fighters. The bottom side of the Star Destroyer continues on a collision course.

218 EXT STAR DESTROYERS - SPACE 218

A huge Star Destroyer in the foreground heads right at two oncoming Star Destroyers and slowly starts to veer to the left.

219 INT STAR DESTROYER NO. 2 BRIDGE - SPACE 219

INT IMPERIAL STAR DESTROYER - Out the front window the two oncoming Star Destroyers can be seen veering to the left

Alarms, panic. Pilots are abandoning their posts as the Imperial Star Destroyers on the view-scanner get closer. The Captain tries to keep control of the situation.

CAPTAIN NEEDA
Turn it! Turn it!

220 EXT SPACE - MILLENNIUM FALCON - TIE FIGHTERS 220

FULL SHOT, SPACE - The Millennium Falcon races to camera followed by four Tie fighters with laser bolts.

221 INT COCKPIT - MILLENNIUM FALCON - SPACE 221

Things have calmed down a bit, but the race isn't over yet. Chewie barks at Han. Leia is still trying to find her stomach. The ship is buffeted by laser blasts.

HAN
That slowed them down a bit. Chewie stand by to make the jump to light speed.

The buffeting of the lasers becomes louder and stronger.

LEIA
They're getting awfully close ...

With a gleam in his eye.

HAN
Oh yeah ... Watch this.

222 INT MILLENNIUM FALCON - COCKPIT 222

REVERSE POV over shoulder out cockpit window as stars DO NOT go into hyperspace, but just sit there.

223 INT MILLENNIUM FALCON - COCKPIT 223

Han and Chewie look at each other and are thrown into an acute state of concern.

LEIA
Watch what?

Han tries again ... nothing.

HAN
I think we're in trouble.

THREEPIO
If I may say so, Sir, I noticed earlier that the entire main para-light system seems to be damaged.

HAN
We're in trouble!

The explosions become heavier.

224 EXT MILLENNIUM FALCON - TIE FIGHTERS - STAR DESTROYER SPACE 224

FULL SHOT - The Falcon races over camera into the starry vastness followed by six Imperial Tie Fighters and an Imperial Star Destroyer.

225 EXT SPACE LUKE'S X WING - HOTH 225

FULL SHOT, HOTH - Luke's fighter speeds away from the tiny planet, wings closed.

226 EXT LUKE'S X WING - SPACE 226

FULL SHOT - Luke's fighter over camera, wings closed disappears into stars.

227 INT COCKPIT - LUKE'S X WING - SPACE 227

CLOSE SHOT Luke's interior fighter, very small planet in background. He makes a decision and flips several switches.

228 INT COCKPIT - LUKE'S X WING - SPACE 228

LUKE'S POV - Stars shift right to left as Luke banks his fighter into a steep turn.

229 EXT LUKE'S X WING - SPACE 229

FULL SHOT - Fighter comes to camera, banks sharply to left. PAN with ship flying away in a new direction.

230 EXT LUKE'S X WING - SPACE 230

OVER ARTOO looking forward as the stars continue to move right to left, then stop as the fighter pulls out of its bank.

231 INT LUKE'S X WING - SPACE 231

INT CLOSE-UP LUKE, stars in background slowly moving from the bottom of the frame to the top.

The monitor screen on Luke's control parel prints out R-2's question.

231 CONTINUED 231

LUKE
There's nothing wrong, Artoo. I'm just setting a new course ...
(Artoo beeps)
No, we're not going to regroup with the others

232 EXT LUKE'S X WING - SPACE 232

SIDE VIEW of Artoo as he begins his protest. Artoo whistles an unbelieving: "What?"

233 INT LUKE'S X WING - SPACE 233

Luke reads Artoo's exclamation on his control panel.

LUKE
We're going to the Dagobah System.
(Artoo beeps)
We have enough power.
(Artoo sing-songs a bit of chatter)
They don't need us there.
(Artoo beeps)
I'm countermanding the order ... I'm a commander, remember.

Luke checks his readouts and makes a few adjustments. He rides along with only the soft hum of the instruments to break the silence. Finally, Artoo chirps up.

LUKE
Yes, Artoo.

Artoo answers with a soft carefully-put phrase of whistles.

LUKE
Yes, Artoo, I know the Dagobah System doesn't appear on any of our navigational charts. But, don't worry, it's there.

(Arto beeps a worried beep)
I'm very sure .... trust me.

Artoo lets out a limp little sigh. The little droid is silent for a moment, as though thinking. Then another beep.

233 CONTINUED 233

LUKE
Yes, Artoo?
(a carefully-put sentence of whistles)
No ... no headache, I feel fine ... Why?
(Artoo chirps an innocent phrase)
No dizziness, no drowsiness, the scars are even gone ...
(Artoo whistles a question)
No, that's all right. Artoo, I'd rather keep in on manual control for awhile.

Artoo lets out a defeated whimper. Luke just smiles at his worried little friend.

LUKE
Trust me, Artoo. I know where I'm going and I'll get us there safely ... it's not far.

234 EXT IMPERIAL STAR DESTROYER - TIE SHIPS - MILLENNIUM FALCON 234

The Falcon races to camera followed by four Tie fighters. The Falcon flies under camera, the Tie fighters fly over camera followed by Star Destroyer No. 2 in the distance.

235 INT COCKPIT - MILLENNIUM FALCON - SPACE 235

SIDE VIEW INT COCKPIT right to left. Stars race by left to right as flak bursts outside the window.

236 INT COCKPIT - MILLENNIUM FALCON - SPACE 236

Han works furiously at his controls while giving various orders to Chewie.

HAN
Horizontal booster ....
(Chewie barks)
Alluvial damper ....
(Chewie barks)
I don't know how we're going to get out of this one.

He gives Leia a glance, then a double take.

236 CONTINUED 236

LEIA
I didn't say anything ....

Suddenly, a loud thump hits the side of the Falcon, causing it to lurch radically. Chewie barks louder.

HAN
That was no laser blast .... something hit us ....

LEIA
Or you ran into something ....

237 INT COCKPIT - MILLENNIUM FALCON 237

POV out front cockpit window as asteroids race by right to left.

238 INT COCKPIT - MILLENNIUM FALCON - ASTEROID BELT 238

Han continues to work his controls as a chunk of rock crosses in front of the ship.

HAN
Asteroids! Chewie, bank left, let's find out where they're coming from ...

LEIA
Probably an asteroid field ....

HAN
Let's hope so ... it's just the chance we need.

LEIA
To get killed ... you're not seriously going into an asteroid field.

HAN
Aren't I? Hang on, sweetheart. We're gonna do some flyin'.

Another asteroid thumps against the ship. Leia winces.

LEIA
You don't have to do this to impress me.

238 CONTINUED 238

THREEPIO
If I might remind you, sir, the probability of successfully navigating through an asteroid field is approximately 365,000 to one ... a graceful surrenfer might not be ...

Chewie turns and barks at Threepio, who immediately shuts up.

239 INT COCKPIT - MILLENNIUM FALCON - ASTEROID BELT 239

OVER SHOULDER POV as stars move right to left as the Falcon turns into the asteroid storm. Once the stars stop moving right to left and the ship completes its turn, asteroids start coming toward the cockpit window from the distance.

240 EXT MILLENNIUM FALCON - TIE FIGHTERS - ASTEROID BELT 240

CLOSE-UP of asteroid as it tumbles away from the camera a fast speed. When about 40 per cent of the screen is filled with the asteroid, several smaller asteroids crash into it from the side, creating small explosions on the surface. Other asteroids in many sizes pass by in all directions, some colliding and creating explosions. When the big asteroid is 20 per cent of the screen, the tiny Millennium Falcon appears from behind it, veers around the right side and races past camera on the left side through the rain of rocks, followed by the four Tie fighters, bobbing and weaving around the asteroids.

241 EXT MILLENNIUM FALCON - TIE FIGHTERS - ASTEROID BELT 241

FULL SIDE VIEW, TRUCKING with the Falcon as it dodges an asteroid. Several smaller asteroids explode as they collide with the hamburger-shaped ship. PAN with the ship as it banks away from the camera. Four Tie fighters follow, one of which connects with an asteroid and explodes. The other Tie Fighters are pelted with smaller explosions.

242 EXT. SPACE - IMPERIAL STAR FLEET 242

FULL SHOT - Vader's Star Destroyer and two others flanked by several smaller Imperial warships move out of Hoth's orbit and over camera.

243 OMIT OMIT 243

244 INT VADER'S STAR DESTROYER - VADER'S CHAMBER 244

ADMIRAL PIETT hesitates in the entryway to Vader's private cubicle.

ADMIRAL PIETT
My Lord.

VADER (OS)
Come in, Admiral.

Admiral Piett steps into the room and pauses at the sight of ...

Darth Vader, his back turned, is silhouetted in the gloom on the far side of the chamber. A black, insect-looking droid attends him. Among the various apparatus surrounding them, a respirator tube now retracts from Vader's uncovered head. The head is bald with a mass of ugly scar tissue covering it. The black droid then lowers Vader's mask and helmet onto his head. When it is in place, he turns.

ADMIRAL PIETT
Our pursuit ships have sighted the Millennium Falcon, My Lord. It has entered an asteroid field.

VADER
Asteroids don't concern me, Admiral. I want that ship, not excuses. How long until you can have Skywalker and the others in the Millennium Falcon before me?

ADMIRAL PIETT
(worried)
Soon, Lord Vader.

VADER
(ominous)
Yes, Admiral .... soon.

245 EXT MILLENNIUM FALCON - TIE FIGHTERS - ASTEROID BELT 245

FULL SHOT of two huge asteroids tumbling toward camera as the Millennium Falcon banks around both of them and over camera as a third asteroid barely misses the ship as the three Tie fighters follow in hot pursuit. One Tie fighter scrapes an asteroid and tumbles over camera out of control.

246 EXT STAR DESTROYER NO. 2 - ASTEROID BELT 246

FULL SHOT Star Destroyer coming to camera blasting oncoming asteroids as it goes. Smaller asteroids explode across its massive surface.

247 EXT MILLENNIUM FALCON - TIE FIGHTERS - ASTEROID BELT 247

FULL TWISTING SHOT of the Falcon on its side as it races under camera and around an oncoming asteroid tumbling over camera, revealing the Falcon still twisting and ending right side up. Two Ties follow in the distance, coming from either side.

248 INT MILLENNIUM FALCON - ASTEROID FIELD 248

Asteroids race by the cockpit window as Han pilots his trusty craft through the dangerous field.

249 INT COCKPIT - MILLENNIUM FALCON - ASTEROID BELT 249

INT POV out cockpit window as a big asteroid drops past the window, narrowly missing the Falcon.

250 INT COCKPIT - MILLENNIUM FALCON - ASTEROID BELT 250

Chewie barks in terror as a small asteroid comes especially close ... too close ... and bounces off the Falcon with a loud crunch. Threepio's hands cover his eyes. He manages a short peek at the cockpit window. Princess Leia sits stone-faced, staring at the action. Han gives her a quick look.

HAN
Well, you said you wanted to be there when I was wrong.

LEIA
I take it back.

HAN
That Star Destroyer is slowing down.

LEIA
Good.

251 INT COCKPIT - MILLENNIUM FALCON - ASTEROID BELT 251

SIDE VIEW INT FULL SHOT of group as asteroids race by outside the window.

251 CONTINUED 251

HAN
But we're going to get pulverized if we stay out here much longer.

LEIA
I'm against that.

HAN
We've got to get out of this shower.

LEIA
Now you're making sense.

HAN
Right. I'm going to get in closer to one of these big ones ...

THREEPIO
Closer?!

LEIA
Closer?!

Chewbacca BARKS the same word, only louder.

252 INT COCKPIT - MILLENNIUM FALCON - ASTEROID BELT 252

INT OVER THE SHOULDER POV of the dense asteroid field as a giant asteroid comes right at the Falcon and it banks sharply around it.

253 EXT MILLENNIUM FALCON - TIE FIGHTERS - ASTEROID BELT 253

FULL MOVING SHOT as the Millennium Falcon dives away from camera toward the surface of one of the moon-sized asteroids. There is a continued display of explosions across the surface as smaller asteroids collide with the larger chunks of rock. Two Ties follow the Falcon to the surface.

254 EXT MILLENNIUM FALCON - GIANT ASTEROID 254

FULL OVERHEAD VIEW as the Falcon moving right to left skims the surface of the giant asteroid. Small asteroids explode on the surface of the ship.

255 EXT MILLENNIUM FALCON - TIE FIGHTERS - GIANT ASTEROID 255

LOW TRUCKING across surface as the Falcon and Ties race to camera and zoom overhead under a hail of asteroids.

256 EXT MILLENNIUM FALCON - TIE FIGHTERS - GIANT ASTEROID 56

REVERSE LOW TRUCKING as the Falcon and the two Tie fighters race over camera and into the distance.

257 INT COCKPIT - TIE FIGHTER - GIANT ASTEROID 257

Stars whip by in the background. Pilot looks up screen left.

PILOT
Look out.

258 INT COCKPIT - TIE FIGHTER - GIANT ASTEROID 258

POV of giant asteroid racing to camera from out of the starry sky, slightly left to right.

259 EXT MILLENNIUM FALCON - TIE FIGHTERS - GIANT ASTEROID 259

LOW TRUCKING SHOT of the Falcon as it races toward camera and past. The Tie fighters approach in the distance, but as the Falcon passes, a giant asteroid intersects the frame in front of the Tie fighters creating a silhouetted explosion. As the asteroid continues on its way, it leaves the remains of two explosions.

260 INT COCKPIT - MILLENNIUM FALCON - SPACE 260

Han notices something on his main scope and nudges his faithful Wookiee, pointing.

HAN
There, there. Chewie get a reading on that. Looks pretty good.

LEIA
What is it?

HAN
That should do nicely.

261 INT COCKPIT - MILLENNIUM FALCON - GIANT ASTEROID 261

POV OVER THE SHOULDER out cockpit window, skimming the surface of the asteroid as a large crater approaches.

262 EXT MILLENNIUM FALCON - GIANT ASTEROID 262

FULL SHOT of the Millennium Falcon as it dives into the huge crater and disappears.

263 EXT MILLENNIUM FALCON - ASTEROID SURFACE & CRATER 263

FULL SHOT of Falcon racing over camera and down into crater. The walls are barely visible as the camera TRUCKS with the Falcon, but at a slower speed. A small cave appears on one side of the crater in the distance. The Falcon turns, slows and scoots into the smaller cave.

264 EXT LUKE'S X WING - SPACE 264

FULL SHOT X WING over camera and away toward the cloud cover of Dagobah. Half the planet is seen.

265 EXT LUKE'S X WING - ARTTOO - SPACE 265

CLOSE SIDE VIEW of R-2 as he rides on the back of the X wing.

266 INT COCKPIT - LUKE'S X WING - SPACE - DAGOBAH 266

CLOSE-UP LUKE FRONT with stars moving right to left in background.

Luke watches Artoo's words translated on the computer scope.

LUKE
Yes, that's Dagobah, Artoo ... looks a little grim doesn't it ...
(Artoo beeps)
... No, I don't want to change my mind about this ... I'm not picking up any cities or technology ...
(a little nervous)
... Massive life form readings though. There's something alive down there ...
(Artoo beeps a worried query)
... Yes, I'm sure it's perfectly safe for droids. Will you take it easy? ... I guess I imagined that landing beacon. We'll just have to go in and see what happens.
(Artoo whimpers)
Don't worry!

267 EXT LUKE'S X WING - SPACE - PLANET DAGOBAH 267

X wing to camera flying through twilight between space and planet.

268 EXT LUKE'S X WING - SPACE - PLANET DAGOBAH 268

CLOSER VIEW as the X wing races over camera and dives into the cloud cover and disappears.

269 INT COCKPIT LUKE'S X WING - CLOUDS 269

SIDE VIEW LUKE as the clouds race by in the background, bottom to top.

270 INT COCKPIT LUKE'S X WING - CLOUDS 270

Luke works desperately at his controls. The cloud cover has completely obscured his vision. An alarm buzzes in the background. Artoo beeps and whistles frantically.

LUKE
I know, I know! All the scopes are dead! I can't see a thing .... Hang on, I'm going to start the landing cycle .... Let's just hope there's something underneath us ....

The blast of the retro rockets is deafening. Artoo's squeals are barely heard. Suddenly, there is a CRACKING sound as if limbs were being broken off trees and then a tremendous splashing jolt as the spacecraft hits the surface. Luke is considerably shaken, but all right. Artoo lets out a rattled little beep which shows up on the view screen.

LUKE
Yeah, I'm all right .... You still in one piece?
(CLOSE-UP Artoo beeps affirmative)
Good. Come on, I think we're sinking.

Luke pulls a switch and his canopy pops open.

271 EXT BOG - SWAMP - DUSK - DAGOBAH 271

The mist-shrouded X wing fighter is barely visible, half buried in the murky swamp. Luke climbs out onto

271 CONTINUED 271

the long nose of the spacecraft as Artoo pops out of his cubbyhole on the back. The young warrior surveys his hostile new environment. Huge, twisted trees covered with vines and moss outline the misty landscape.

LUKE
Artoo, I wonder if that water is safe?

Artoo lets out a short beep, then steps forward, loses his balance and disappears with a splash into the water.

LUKE
Artoo!

272 EXT SWAMP - DUSK 272

Luke dives in near the spot where Artoo fell. He surfaces and scans the water frantically until he sees a small periscope pop up. The periscope turns until it gets a fix on Luke, then lets out a bubbling beep, and starts through the water toward the muddy beach. Luke follows.

273 EXT SWAMP - POV DUSK 273

We see the POINT OF VIEW of an underwater swimming "thing" as it watches R-2 and his young master struggling toward shore. R-2 is powered by two bubbling jets.

274 EXT SWAMP - DUSK 274

A dark, ominously finned back breaks the surface. Luke stops swimming for a second and sees the disturbing shape swimming toward him. Luke swims for his life, racing past Artoo and finally scrambling up on shore.

LUKE
Hurry, Artoo!

275 EXT SWAMP - DUSK 275

The thing swims up behind the little droid and dives, creating a loud clunk. Artoo's periscope disappears as he lets out a pathetic electronic scream. Luke wades a few feet into the murky pool looking for any sign of his little friend. The black surface is as still as death itself .... a few bubbles begin to appear, then PHHEEWAATT! The runt-sized robot is spit out of the

275 CONTINUED 275

water, makes a graceful arc and comes crashing down in a patch of moss.

LUKE
Artoo, are you okay?

Artoo responds with a series of feeble whistles and tones.

LUKE
If you said you thought coming here was a bad idea, I'm beginning to agree with you.

276 EXT SWAMP - BEACH - DUSK 276

Luke is shivering cold as the fog begins to close in. He helps little Artoo upright and starts to clean him off. All is quiet except for an eerie and inhuman cry every once in awhile in the distance. Both the robot and the boy glance around at the spooky swamp-jungle that surrounds them. Sinister shadows move among the trees, as Luke notices a tiny, but vicious pair of eyes wink out and disappear in a scutter of feet.

LUKE
I'm sorry Artoo, I can't explain the urge that made me come here. It was part of a dream .... or .... maybe I'm just going crazy.

277 EXT SWAMP - POV - DUSK 277

Luke looks back at the slowly sinking spacecarft.

278 EXT SWAMP - BEACH - DUSK 278

Artoo bubbles electronic profanity and ejects a stream of muddy water from one of the ports in his head.

LUKE
How are we going to get that thing flying again? What am I doing here?

Artoo beeps a short, "Got me boss."

279 EXT IMPERIAL FLEET - SPACE - ASTEROID FIELD 279

FULL SHOT - Fleet around Vader's ship in the asteroid storm. Asteroids big and small begin to pelt the huge surface of the ships. One of the smaller Imperial vessels in the foreground gets hit by a huge asteroid and explodes.

280 INT BRIDGE - VADER'S STAR DESTROYER - MAIN CONTROL DECK 280

INT FULL SHOT - Asteroids collide, creating fireworks display out bridge window.

Darth Vader stands in the hologram cage above the control deck. Before him are the hologram images of twenty Battleship Commanders. One of these images, the Commander of the ship just exploded, is fading quickly away at this moment. Another image, in the center and a little apart from the others, is faded and continually disrupted by static. It is the Captain Needa of the Star Destroyer which was most hotly on the tail of the Millennium Falcon. Admiral Piett and an aide stand behind the Dark Lord.

CAPTAIN NEEDA (IN HOLOGRAM)
.... which was the last time they appeared in any of our scopes. Considering the amount of damage we've sustained, they must have been destroyed ....

VADER
They're alive, Captain. I know it and I want every ship available to sweep the asteroid field until they're found.

The Imperial Star Captains fade off one by one as Vader turns to Admiral Piett.

VADER
Now what's so important it couldn't wait, Admiral? Speak up!

The Admiral is scared white as a sheet. He's shaking.

ADMIRAL
It was .... the Emperor ....

VADER
The Emperor?

ADMIRAL
Yes, he commands you make contact with him ....

VADER
Move this ship out of the asteroid field and into a position where we can send a clear transmission.

ADMIRAL
Yes, My Lord.

280 CONTINUED 280

VADER
And code the signal to my private chamber.

281 EXT MILLENNIUM FALCON - ASTEROID CAVE 281

The pirate starship rests in a dark, dripping asteroid cave. It is so dark, the exact dimensions are impossible to determine.

282 INT COCKPIT - MILLENNIUM FALCON - CAVE 282

Han and Chewie are busy shutting down the engine and the electronic systems. Threepio and Leia watch worriedly as all the service lights go out. Han glances from the dimming lights to Leia with a quick grin.

HAN
Getting kinda romantic in here.

Chewie suggests with a GROWL that Han pay attention to the business at hand. Han returns to work.

HAN
(to Chewie)
What are you so grouchy about?

THREEPIO
Sir, I'm almost afraid to ask, but does shutting down all but emergency power systems include me?

Chewie BARKS yes, but Han thinks otherwise.

HAN
No, we're going to need you to talk to the ship and find out what happened to our hyperdrive ... How good are you with a macrofuser, Your Holiness?

Suddenly the ship lurches, causing all the loose items in the cockpit to go flying. Chewie HOWLS.

LEIA
A tremor!

THREEPIO
(to Han)
Sir, it's very possible this asteroid is not stable.

282 CONTINUED 282

HAN
I'm glad you're here to tell us these things ...

The ship begins a violent motion. Chewie HOWLS.

HAN
Hang on! Watch out.

The jolting movement throws Leia across the cabin into Han's arms. The motion stops as suddenly as it started. Han and Leia realize they are in each others arms. The pirate grins down at the girl. Chewie watches the embrace with inscrutable interest.

HAN
Why, Princess, this is so sudden.

LEIA
Very funny. You can let go now .... I'm getting angry.

HAN
You don't look angry.

LEIA
How do I look?

HAN
(with feeling)
Beautiful.

Leia flushes, averts her eyes. She's not exactly fighting to get free. But, of course, Han blows it ...

HAN
And excited.

The anger rises in Leia.

LEIA
Sorry, Captain, being held by you isn't enough to get me excited.

HAN
Well, I hope you don't expect more.

LEIA
I don't expect anything, except to be left alone.

HAN
Fine with me. But I'm afraid you'll have to let go.

282 CONTINUED 282

Han has lifted his ams lightly away, which makes it very clear that Leia has, in fact, been returning his embrace. Leia realizes this and steps back, embarrassed and angry. Her words are measured.

LEIA
Don't you think it's time we got to work on your ship ...

She turns and leaves the cockpit. Han turns to his faithful Wookiee, who's been watching all this with Threepio.

HAN
Come on, Chewie, let's tear into this flying short circuit before we get hit with another tremor.

Chewie BARKS and starts out of the cockpit with Han.

HAN
You, too, golden rod.

THREEPIO
I must admit there are times I don't understand human behavior.

283 EXT BOG CLEARING - DUSK 283

The mist has dispersed a bit, but it is still a gloomy looking swamp. The X wing fighter has stopped sinking and is now only about one third above water. A transfer cable has been rigged between the starfighter and the shore. Artoo is on the back of the fighter sending a power case to Luke on the edge of the swamp.

LUKE
I think that will do it, Artoo. Come on back.

Luke hears a loud snapping crash in the dense jungle right behind him. It is too dark to see anything, but Luke already has his light saber in his hand, waiting to be ignited. Nothing emerges from the obscure foliage so Luke clips his weapon back to his utility belt and continues to unpack the gear. Meanwhile, Artoo has hooked a pulley from his midsection to the transport cable and is whizzing toward his master. The stubby little droid lands with a beep.

LUKE
You ready for some power?

283 CONTINUED 283

Luke has ignited a little fusion furnace which throws off a warm glow. He warms his hands, then plugs a power cable into Artoo's nose. The droid whistles his appreciation. Luke opens a container of processed food and sits before the thermal heater.

LUKE
Now all I have to do is find this Yoda .... if he even exists.

Artoo beeps and Luke nervously looks around at the foreboding jungle. He grimaces as he forces down the ill-tasting food.

LUKE
This seems like a strange place to find a Jedi master ... Gives me the creeps.
(Artoo beeps "I'm with you")
... There's something familiar about this place ... I feel like ...

STRANGE VOICE
You feel like what?

Luke jumps out of his skin. Artoo screeches in terror. The young warrior grabs for his light saber as he spins around, looking for the speaker. Mysteriously, standing right in front of Luke is a strange, blue creature, not more than two feet tall. The wizened little thing is dressed in rags. It motions toward Luke's sword.

LUKE
(looking at creature)
... Like we're being watched.

CREATURE
Away put your weapon. I mean you no harm.

After some hesitation, Luke puts away his weapon, although he really doesn't understand why. Artoo watches with interest.

CREATURE (Continued)
I'm wondering ... why are you here?

LUKE
I'm looking for someone.

283 CONTINUED 283

CREATURE
Looking? Looking? You've found someone I'd say. Heh? Yes!

LUKE
(trying to keep from smiling)
Yeah ...

CREATURE
Help you I can ... yes ... yes.

LUKE
I'm looking for a great warrior.

CREATURE
A great warrior?
(shakes his head)
Not many of those. Wars don't make one great.

Yoda jumps and lands on one of the cases of supplies. He begins to rummage around.

LUKE
Get away from there.

Artoo moves to the edge of the case (almost eye level to the creature who is carelessly handling the supplies) and squeaks his disapproval.

The creature picks up the container of food Luke was eating from and takes a bite.

LUKE
Hey, that's my dinner!

The creature spits out the bite he has taken. He makes a face.

CREATURE
Peewh! Awful, awful. Thank you, no. How get you so big eating food of this kind?

He flips the container in Luke's direction and reaches into one of Luke's supply cases.

LUKE
Listen, friend, we didn't mean to land here, and if I could get my fighter out of this puddle I would, but I can't. So ...

CREATURE
Can't get your ship out? Have you tried? Have you tried?

283 CONTINUED 283

The creature spots something of interest in Luke's case; Luke loses patience and grabs the case away. The creature retains his prize ... a tiny power lamp. The creature examines it with delight.

LUKE
Give me that!

CREATURE
(retreating with it)
Mine! Mine! Or I'll help you not.

Clutching the lamp, the creature backs away from Luke right into Artoo, who the creature barely recognizes as animate. But as the following exchange takes place, one of Artoo's little arms slowly moves out toward the power lamp, completely unnoticed by the creature.

LUKE
I don't want your help. I want my lamp back. I'll need it in this slimy mudhole.

CREATURE
Mudhole? Slimy? My home this is.

Artoo grabs hold of the lamp and the two little figures are immediately engaged in a tug-of-war over it.

ARTOO
Beeps a few "gimme thats."

CREATURE
Mine, mine. Give it back.

The creature lets go with one hand and pokes Artoo lightly with one finger.

Artoo reacts big with a squeal, and lets go.

CREATURE
Mine, mine.

LUKE
(fed up)
Okay, Artoo, let him have it. Now get out of here, little fellow, we've got things to do.

CREATURE
No, no! I'll stay and help you find your friend.

LUKE
I'm not looking for a friend. I'm looking for a Jedi Master.

CREATURE
Oh, a Jedi Master. Different altogether. Yoda you seek, Yoda.

LUKE
(surprised and skeptical)
You know the Jedi Master?

CREATURE
Of course, yes. But now eat we must. Good food, I have good food. Come, come.

With that, the creature scurries out of the clearing and down a path which is suddenly more apparent than before. Luke looks after him, thinking, then starts that way.

ARTOO
(quite upset)
Whistles a blue streak.

LUKE
(to Artoo)
You'd better stay here and watch over the camp.

ARTOO
Beeps even more frantically.

Luke is almost out of sight. He yells back.

LUKE
Artoo, now settle down ... I can take care of myself ... I'll be safe ... okay?

The little droid grows quiet as Luke disappears from view.

284 EXT BOG TRAIL - DUSK - DAGOBAH 284

Down the misty trail, the creature moves along alone.

CREATURE
Heh ... safe ... heh ... quite safe (laughs) ... yes, of course.

285 EXT VADER'S STAR DESTROYER - SPACE 285

FULL SHOT - Vader's Imperial Star Destroyer floats against a vast sea of stars.

286 INT VADER'S STAR DESTROYER - VADER'S CHAMBER 286

Darth Vader stands before a shimmering holographic image which slowly comes into focus. The image is that of SATE PESTAGE, Grand Vizier to His Eminence, Emperor.

VADER
Sate Pestage, I would see the Emperor. He commands it.

PESTAGE
I must warn you, Lord Vader, The Emperor is in a foul mood. He bids you wait. Have you any progress to report?

VADER
The rebel base on Hoth has been destroyed. I am tracking down the survivors.

PESTAGE
The Emperor will be with you in time.

VADER
I wait at his convenience.

287 EXT IMPERIAL CRUISER - ASTEROID BELT - SPACE 287

FULL SHOT - Looking down on two medium-sized Imperial cruisers moving across the surface, dropping bombs which create powerful shock waves centered around blue explosions.

288 EXT IMPERIAL CRUISERS - CRATER - GIANT ASTEROID - SPACE 288

The ships move over the crater in which the Millennium Falcon is hiding. A faint ball of light emerges from the crater as a bomb hits bottom.

289 INT MAIN HOLD AREA - MILLENNIUM FALCON 289

The ship rattles and vibrates. Threepio is sitting at the main control panel. The flooring and part of the ceiling have been removed revealing a section of the complex powertrain. Chewie's head pops upside-down out of a bundle of wires in the ceiling. He BARKS. Han looks up from where he's working in one of the floor compartments. Princess Leia, who is welding something nearby, also stops working and looks up at Chewie.

HAN
That was no earthquake.

LEIA
Felt like a hydro concussion ...
an Imperial Cruiser.

THREEPIO
Oh my, they've found us.

Everyone is quiet for a moment, waiting for a second blast. A very slight vibration is felt

LEIA
They're moving away.

HAN
They're just trying to see if
they can stir something up ...
we're safe.

LEIA
Where have I heard that before?

Han ignores her sarcasm and moves past her, rubbing against her in the tight quarters, to continue his work. She watches him for a moment, then goes back to her welding. Threepio whistles and beeps into the

289 CONTINUED 289

control panel in front of him and the control panel whistles back.

THREEPIO
Where is Artoo when I need him? I don't know where your ship learned to communicate, but its dialect leaves something to be desired. It says the power coupling on the negative axis has been polarized. You'll have to replace it, I'm afraid.

CHEWIE
Barks his understanding and returns to his wires.

Leia finishes welding the valve she's been working on. She attempts to reengage the system by pulling on a lever attached to the valve. It doesn't budge. Han notices her struggle, and moves to help her. She rebuffs him.

HAN
Easy, your worship. Only trying to help.

LEIA
(still struggling)
Would you please stop calling me that?

Han hears a new tone in her voice. He watches her pull on the lever.

HAN
Sure. I guess I make it difficult sometimes.

LEIA
Yes, you do.

HAN
You could be a touch warmer, though.
(he watches her reaction)
Admit it, against your better judgement you think I'm all right.

She lets go of the lever and rubs her sore hand.

LEIA
(a little smile, haltingly)
Sometimes, maybe ... occasionally, when you aren't acting like a scoundrel.

289 CONTINUED 289

HAN
(laughs)
That's quite a compliment.

With that, Han takes her hand, turns it over and presses his lips into the palm.

LEIA
Stop that.

HAN
Why?

Leia is flushed, confused.

LEIA
My hands are dirty.

Han kisses her hand again. Leia yanks it away and steps back. She can only move a few feet in the cramped space, but Han does not follow her.

HAN
What are you afraid of?

LEIA
Afraid of? Certainly not you Captain Solo ... or any other man in this galaxy.

Han looks at her with a piercing look. He's never looked handsomer, more dashing, more confident. He reaches out slowly and takes Leia's hand again from where it is resting on a console. He draws it toward him.

HAN
Then why are you trembling?

Then, with an irresistable combination of physical strength and emotional power, the space pirate begins to draw Leia toward him ... very slowly.

HAN
You know what I think? I think you like me <u>because</u> I'm a scoundral. I think you haven't run into <u>enough</u> scoundrels in your life.

Leia is now very close and the following exchange takes place as their faces draw even nearer. Leia's voice is an excited whisper, in complete opposition to what she's saying.

LEIA
Don't count on it. I happen to like nice men.

HAN
Sure, they're safer. You always know what they're going to do. Trouble is, it gets a little dull.

LEIA
There's nothing dull about a man I can depend on to be civilized.

HAN
You mean a man you can control.

LEIA
I do not!

HAN
Try and control this ...

He kisses her now, with slow, hot lips. He takes his time, as though he had forever, bending her body backward. She has never been kissed like this before, and it almost makes her faint. When he stops, she regains her breath and tries to work up some indignation, but finds it hard to talk.

LEIA
You're wrong ... This isn't what ...
(he begins to kiss her again)
... not what I .... want ....

His mouth stops her. A swimming giddiness spins her around until, before she knows it, she is kissing him back. Finally, Han breaks the kiss and looks at her. They stand there for a moment looking at each other. Leia is totally, frantically confused by her feelings. First with her eyes, then with her body, she withdraws, detaches from Han. She slips from his arms and hurries from the cabin

Han stares after her thoughtfully, then turns his attention to the stuck lever. He gives it a confident, mighty pull. It doesn't budge.

HAN
Chewie! Gimme a hand with this.

290 EXT BOG - EDGE OF SWAMP CAMP - DUSK 290

A slight breeze moves the fog around in swirls. Artoo

is all alone. The swamp has become even more foreboding. A light slapping sound can be heard across the water. The tiny droid's head zips around looking for danger in every direction. He feels very alone, and attempts to warm several of his utility arms in front of the thermal heater. He whimpers a nervous little whistle.

291 EXT BOG MEADOW - CREATURE'S HOUSE - DUSK 291

The gnarled trees thin out around a small moss-covered knoll where a strange, baroque mud house is built. The small, gnomish structure radiates a warm glow from its thick-glassed windows.

292 INT CREATURE HOUSE 292

The inside of the house is very plain, but cozy. Everything is in the same scale as the creature. The only thing out of place in the miniature room is Luke, who is cramped by the four foot ceiling. He sits crossed-legged on the floor of the living room.

The creature is in an adjoining area, which serves as the kitchen, cooking up some incredible meal. The stove is a steaming hodgepodge of pots and pans. The wizened little creature scurries about chopping this, shredding that and showering everything with exotic herbs and spices. He rushes back and forth putting platters on the table in front of Luke, who watches the creature impatiently.

LUKE
... I told you, I'm not hungry.

CREATURE
Patience. It's time to eat.

LUKE
Look, it smells good. I'm sure it's delicious But I don't know why we can't see Yoda now.

CREATURE
It's the Jedi's time to eat, too.

LUKE
Will it take long to get there? How far away is he?

CREATURE
Not far, not far. Be patient. Soon you will see him. Why wish you become a Jedi?

LUKE
Because of my father, I guess.

CREATURE
(placing food on the table)
Oh, your father ... a powerful Jedi was he, powerful Jedi.

LUKE
(a little angry)
How could you know my father? You don't even know who I am.
(fed-up)
Can't we get on with this already?

The creature turns away from Luke and speaks to a third party.

CREATURE
(irritated)
No good is this. This will not do. I cannot teach him. The boy has no patience!

Luke's head spins in that direction. He is startled to see the shimmering image of Ben Kenobi.

LUKE
Ben!

Ben is focussed on the creature. They ignore Luke for the moment. The boy is bewildered, but over the next few exchanges it dawns on him that the little creature is YODA, the Jedi Master.

BEN
He will learn patience.

YODA
Much anger in him, like in his father.

BEN
We've discussed this before.

LUKE
I can be a Jedi. I'm ready.

Yoda sits across the table from Luke.

YODA
Ready are you? What know you of ready? I have trained Jedi for 800 years. My own counsel I'll keep on who is to be trained.

LUKE
Why not me?

YODA
To become a Jedi takes the deepest commitment, the most serious mind.

BEN
He can do it.

YODA
(to Ben, indicating Luke)
This one I have watched a long time. All his life has he looked away ... to the horizon, to the sky, to the future. Never his mind on where he was, on what he was doing. Adventure, excitement ...
(turning to Luke)
A Jedi craves not these things!

Luke looks down, knows it's true.

LUKE
I have followed my feelings.

YODA
You are reckless!

BEN
He'll learn.

YODA
He's too old. Yes. Too old to start the training.

Luke thinks he hears a tiny softening.

LUKE
But it hasn't been wasted time. I've learned much already.

Yoda turns his piercing gaze on Luke, as though the Jedi Master's huge eyes could somehow determine how much the boy has learned. After a long moment, the little creature turns toward Ben, who meets his look evenly and seems almost to nod.

292 CONTINUED 292

YODA
Will he finish what he begins?

BEN
We've come this far ... He is our only hope.

Yoda concedes with a resigned look and Ben's image fades away. Yoda continues to stare at the spot for a long time.

LUKE
I will not fail you. I'm not afraid.

YODA
(turns slowly toward him)
You will be, my young one. Heh. You will be.

292 EXT VADER'S STAR DESTROYER - SPACE 293

FULL SHOT - Vader's Imperial Star Destroyer floats against a vast sea of stars.

294 INT VADER'S STAR DESTROYER - VADER'S CHAMBER 294

The Dark Lord, Darth Vader, is alone in his chamber. A STRANGE SOUND is heard and light begins to play across Vader's black figure. He looks up and bows quickly.

A twelve foot hologram of the GALACTIC EMPEROR materializes before Vader. The Emperor's face cannot be seen, for it is shrouded in dark robes with a monk's hood, reminiscent of the cloak worn by old Ben Kenobi. His voice is even deeper and more frightening than Vader's.

EMPEROR
You may rise, my servant.

Vader rises, but he is afraid of his master and continually looks at his feet.

VADER
What is thy bidding, My Master?

EMPEROR
There is a grave disturbance in The Force.

VADER
I have felt it.

EMPEROR
Our situation is most precarious. We have a new enemy who could bring about our destruction.

VADER
Our destruction? Who?

EMPEROR
The son of Skywalker. You must destroy him ... or he will be our undoing.

VADER
He's not a Jedi, he's just a boy. Obi-wan could not have taught him so much that ...

EMPEROR
You are weak! I have seen it. The Force is strong with him. He must be destroyed.

VADER
But, if he could be turned, he would be a powerful ally.

EMPEROR
(a long pause)
Yes ... yes. That would be a great asset.

VADER
He will join us or die, My Master.

Vader kneels. The supreme Emperor passes a hand over the crouched Lord of the Sith and fades away.

295 EXT MILLENNIUM FALCON - ASTEROID CAVE 295

The pirate starship rests in a dark, dripping asteroid cave. It is so dark, the exact dimensions are impossible to determine.

296 INT COCKPIT - MILLENNIUM FALCON 296

The cockpit is quiet and lit only by the indicator lights on the control panel. Princess Leia is sitting alone in the pilot's seat. She runs her hand across the control panel as she thinks of Han, and the confusion he's created within her.

296 CONTINUED 296

Something catches her eye outside the cockpit window. With the reflection of the dash lights, it's hard to make out what it is. She moves closer to the glass and peers into the gloom. Suddenly, there are two large yellow eyes staring back at her. Leia is startled and jumps back into her seat, her heart pounding. There is a SCURRY of feet and a loud SCREECH, the eyes are gone.

The young Pricness catches her breath, jumps out of her chair and races from the cockpit.

297 INT MAIN HOLD AREA 297

The lights go bright for a second, then go out again. Threepio turns to Chewbacca who is looking over his shoulder at the control panel. Han finishes with some wires.

THREEPIO
Everyting checks out here. If I might say so, I believe that should do it.

The Wookiee BARKS and turns as Leia rushes into the cabin. Han drops the final floor panel into place.

LEIA
There's something out there!

HAN
Where?

LEIA
Outside, in the cave.

There's a sharp BANGING on the hull. Chewie looks up and BARKS.

THREEPIO
It sounds like it's trying to get in.

HAN
I'm going to see what it is.

LEIA
Are you crazy!

HAN
Look, we just got this bucket going again. I'm not about to let some varmint tear it apart ...

He grabs a breath mask off a rack and the Wookiee does likewise. Leia follows.

LEIA
If there's more than one, you're going to need help.

Threepio looks around and sees that he's been deserted.

THREEPIO
But that leaves me here all alone!

298 EXT MILLENNIUM FALCON - ASTEROID CAVE 298

It is very dark and dank inside the huge asteroid cave. Too dark to see what is tearing apart the ship. Chewie BARKS through his face mask, and points over the jutting cockpit. A five foot shape can be seen moving across the top of the Falcon. The leathery creature lets out a screech as Han blasts it with a laser bolt. The black shape stumbles, then tumbles off the spaceship and lands at the feet of the Princess. She leans over and studies the thing.

LEIA
Looks like some kind of Mynock.

HAN
(looking around)
There will be more of them. They always travel in groups. And there's nothing they like better than to attach themselves to ships. Just what we need right now.

Leia stamps her foot on the floor of the cave.

LEIA
This asteroid has the strangest consistency ... Look at the ground, it's not like rock at all.

Han kneels and studies the ground, then attempts to study the outline of the cave. There is a Mynock screech in the distance.

HAN
There's an awful lot of moisture in here.

Han unholsters his blaster and fires at the far side of the huge cave. Moments later the cavern begins to shake and the ground begins to buckle.

298 CONTINUED 298

HAN
I was afraid of that ....

Chewie BARKS and starts for the ship. Leia and Han follow quickly.

299 INT MILLENNIUM FALCON ENTRY - HOLD AREA 299

As soon as Han and Leia are on board, Chewie closes the main hatch. The ship continues to shake and heave.

HAN
Chewie, fire her up! We're getting out of here.

Threepio and the Wookiee head for the cockpit as Han rushes to the control panel in the hold area and checks the scopes. Leia follows.

LEIA
It's just another tremor ... the Empire is still out there. I don't think it's safe to ...

Han rushes past her and heads for the cockpit.

HAN
There's no time to discuss this in committee.

And with that he's gone. The main engines of the Falcon begin to whine. She races after him, bouncing around in the shaking ship.

LEIA
(angry)
I am not a committee!

300 INT COCKPIT - MILLENNIUM FALCON - CAVE 300

Han is already in the pilot's seat pulling back on the throttle. The earthquake begins to stop. Leia enters .

LEIA
Those Star Destroyers will spot us long before you can get into light speed. You can't make the jump in this asteroid field ...

HAN
Strap youself in, sweetheart, we're taking off!

300 CONTINUED 300

LEIA
But the tremors have stopped.

The ship begins to move forward, the sides of the cave move away. Chewie barks as he notices something out the window ahead.

301 INT COCKPIT - MILLENNIUM FALCON - CAVE - POV 301

INT MILLENNIUM FALCON COCKPIT, POV out window of row of jagged white stalagmites and stalactites surrounding the entrance. The entrance of the cave is growing smaller.

302 INT COCKPIT - MILLENNIUM FALCON - CAVE 302

Han pulls hard on the throttle as the ship surges forward.

HAN
I see it Chewie, hang on.

LEIA
The entrance is collapsing!

THREEPIO
We're doomed. Goodbye, Mistress Leia. Goodbye, Captain ...

HAN
Not collapsing, honey. It's closing! This is no cave ...

LEIA
What??

THREEPIO
Oh my, no!

Leia's mouth drops open as the rocks of the cave entrance are revealed to be giant teeth quickly closing around the tiny ship. Chewie HOWLS.

HAN
Bank, Chewie!

303 EXT MILLENNIUM FALCON - INT MONSTER MOUTH 303

FULL SHOT inside monster's mouth as the Millennium Falcon rolls on its side and barely makes it between two of the monster's teeth before the huge jaw slams closed.

304 EXT CAVE ENTRANCE - ASTEROID CRATER 304

FULL SHOT - The monstrous slug-type creature moves its head out of the cave as the Falcon flies out of its mouth into relative safety. The monster tilts its head as it watches the starship fly away.

305 EXT MILLENNIUM FALCON - GIANT ASTEROID 305

FULL SHOT - The Falcon races out of the asteroid crater into the deadly rain of the asteroid storm. From monster's POV.

306 EXT YODA'S BOG (MONTAGE) - DAY - DAGOBAH 306

Yoda is sitting on a branch high in one of the bog's weird trees. His legs straddle the branch and clasped in his webbed feet is Luke's laser sword. On the ground below, Luke sets himself up and jumps toward Yoda. He jumps incredibly well for a human, but it doesn't bring him close to his object.

306X (formerly) (part 310) EXT BOG LEARING - SWAMP - DUSK - DAGOBAH 306X (formerly) (part 310)

Luke runs through the dense jungle on the last leg of what must have been quite a marathon. Yoda rides in a pouch on Luke's back. The young apprentice is sweaty and exhausted. He stumbles into the clearing where Artoo has been patiently waiting. As Luke is about to collapse, Yoda throws a small metal bar in front of him. Luke ignites his laser sword and swings at it. He missed and the bar falls to the ground. Luke does too.

LUKE
(breathless)
I can't ... Too tired.

YODA
It would be in seven pieces, were you a Jedi.

LUKE
(gasping)
I thought I was in good shape.

YODA
Yes, but by what standard, ask I? Forget your old measures. Unlearn, heh, unlearn.

307X (formerly) (308) EXT YODA'S BOG (MONTAGE) -DAY - DAGOBAH 307X (formerly) (308)

At the edge of a wide pond, Yoda sits on a log. In his mouth is a Gimer Stick, a short twig with three little branches at the far end. Luke is nowhere in sight, but now we begin to hear the sound of someone crashing through the foliage. Suddenly Luke appears on the far side of the pond at a run and leaps out toward Yoda. It's an extraordinary leap, but he falls short by six feet, creating a huge splash, which drenches Yoda and his Gimer Stick.

308X (formerly) (307) EXT YODA'S BOG (MONTAGE) - DAY - DAGOBAH 308X (formerly) (307)

In the bog clearing, Yoda and Luke sit facing two bowling ball-size rocks. Artoo observes from the side. Luke stares at the rocks, Yoda stares at Luke. Slowly, one of the rocks lifts from the ground and floats up to rest on the other. Luke smiles with satisfaction and tuns to Yoda for approval. The floating rock tumbles off. Artoo beeps his review.

309X (formerly) (309 and part 310) EXT YODA'S BOG (MONTAGE) - DAY - DAGOBAH 309X (formerly) (309 and part 310)

Luke's face is upside-down and showing enormous strain. Soon we see why. He is standing on his hands and Yoda is perched up on Luke's feet. Yoda taps Luke's leg. Luke focussing and quickly removes one hand. His body wavers, but he maintains his balance.

Artoo races up to his master whistling and beeping like mad. Luke is trying to maintain his balance, desperately and finally collapses. Yoda jumps clear.

LUKE
(a little annoyed)
Oh, Artoo, what is it?

310X (formerly) (part 310) EXT BOG CLEARING - SWAMP - DUSK - DAGOBAH 310X (formerly) (part 310)

Artoo runs around in circles, chirping frantically, then scoots over to the edge of the swamp where the X wing fighter has sunk almost from sight. Luke rushes to the water's edge.

LUKE
Oh no. We'll never get it out now.

Yoda stamps his foot in irritation.

YODA
So sure are you? Tried have you?
Always with you it can't be done.
Hear you nothing that I say?

Luke looks uncertainly out at the ship.

LUKE
Master, moving rocks is one thing,
but this is a little different

YODA
(irritated)
No! No different! The differences are in your mind. Throw them out! No longer of use are they to you.

LUKE
(focussing, quietly)
Okay. I'll give it a try.

YODA
No. Try not. Do, do. Or do not. There is no try.

Luke closes his eyes and tries to think the ship out.

311 EXT SWAMP - X WING FIGHTER - DUSK 311

The fighter begins to shake a little, but doesn't rise.

312 EXT BOG CLEARING - SWAMP - DUSK 312

Luke tries as hard as he can.

LUKE
I can't. It's too big.

YODA
Size has no meaning. It matters not. Look at me. Judge me by my size do you?

Luke shakes his head no.

YODA
And well you shouldn't. For my ally is The Force. And a powerful ally it is. All of life feeds it and makes it grow. Its energy surrounds us and binds us. Luminous beings are we ...
(Yoda pinches Luke's skin)
... not this crude matter.
(a sweeping gesture)
Feel it you must. Feel the flow Feel The Force around you ...
(gesturing)
... Here, between you and I and that tree and that rock ...

Yoda indicates the vicinity of Artoo, whose head spins around looking for The Force.

312 CONTINUED 312

YODA
... Yes, everywhere, waiting to be felt and used ... Yes, even between this land and that ship!

313 EXT SWAMP - BEACH - X WING FIGHTER - DUSK 313

With that, Yoda, Jedi Master, raises his arm. The huge X wing fighter moves magically out of the muddy swamp and lands gently on the shore.

314 EXT BOG CLEARING - SWAMP - DUSK 314

Artoo runs behind some barrels in terror. Luke is amazed.

LUKE
I don't believe it.

YODA
That is why you fail.

315 EXT VADER'S STAR DESTROYER - SPACE 315

FULL SHOT - Vader's Imperial Star Destryoer in space with Tie Fighters buzzing around.

316 INT VADER'S STAR DESTROYER - BRIDGE - SPACE 316

INT BRIDGE - Starfield, Tie fighters in background.

Vader stands in the back control area of the bridge with a motley group of men and creatures. Admiral Piett and one of his star captains stand at the front of the bridge and watch the group with scorn.

ADMIRAL PIETT
Bounty hunters! Why should he bring them into this? The rebels won't escape us ....

A CONTROLLER interrupts.

CONTROLLER
Sir, we have a priority signal from the Star Destroyer Vengeful.

The group standing before Vader is a bizarre array of galactic fortune hunters: there is BOSSK, a slimy, tentacled monster with two huge, bloodshot eyes in a soft baggy face; TUCKUSS and DENGAR, two battle-scarred, mangy human types; IG-88, a battered, tarnished chrome

war droid; and BOBA FETT, a man in a weapon-covered armored space suit.

VADER
.... there will be a substantial reward for the one who finds the Millennium Falcon. You are free to use any methods necessary, but I want proof ... no disintegrations.

At that moment, Admiral Piett approaches Vader in a rush of excitement.

ADMIRAL PIETT
My Lord, we have them!

317 EXT MILLENNIUM FLACON - STAR DESTROYER - ASTEROID BELT 317

FULL SHOT, asteroid field, of the Millennium Falcon followed by a firing Imperial Star Destroyer, head to camera. A large asteroid about the same size as the Falcon tumbles over camera and toward the Falcon, covering it from view. The tiny starship banks to miss the giant asteroid as smaller rocks pelt its surface and it roars under camera. The asteroid grows small in the distance as it explodes harmlessly on the Star Destroyer.

318 INT COCKPIT - MILLENNIUM FALCON - ASTEROID BELT 318

INT COCKPIT, OVER THE SHOULDER, of the asteroid storm and flak.

319 INT COCKPIT - MILLENNIUM FLACON - ASTEROID FIELD 319

The ship shudders as flak explodes near the cockpit window. Threepio is watching a tracking scope of the side control panel. Leia watches tensely out the window.

THREEPIO
I can see the edge of the asteroid field, sir.

HAN
Good. Soon as we're clear, we'll kick this baby into hyperdrive.

320 EXT MILLENNIUM FALCON - STAR DESTROYER - SPACE 320

FULL SHOT - The Millennium Falcon races past camera, right to left, followed by the Star Destroyer, firing away.

321 INT COCKPIT - MILLENNIUM FLACON - SPACE 321

Chewie BARKS excitedly as the rain of asteroids begins to subside. A bolt from the Star Destroyer creates a huge explosion on the back side of the Millennium Falcon. The ship lurches to one side.

322 EXT MILLENNIUM FLACON - STAR DESTROYER - SPACE 322

FULL SHOT - The Falcon going away from camera is hit by a bolt from the Star Destroyer, creating a huge explosion on the back side of the Falcon. The ship lurches to one side, then rights itself. End asteroid storm.

323 INT COCKPIT - MILLENNIUM FLACON - SPACE 323

Han corrects the attitude of the ship. Chewie WHINES.

HAN
I'm with you, Chewie. Let's vacate the area. Stand-by for light speed. This time they get the surprise. Hang on ....

324 INT COCKPIT - MILLENNIUM FALCON - SPACE 324

INT COCKPTI, OVER THE SHOULDER - Han pulls back on the hyperspace throttle and nothing happens. Flak bursts continue outside.

325 INT COCKPIT - MILLENNIUM FLACON - SPACE 325

Han is frantic.

HAN
This isn't fair!

Chewie is very angry and starts to GROWL and BARK at his friend and captian. Han desperately pulls back on the throttle again.

HAN
(sheepish on the defensive)
Couldn't be, I checked the transfer circuits, just like you said!

HAN (Continued)
(Chewie barks)
I tell you this time it's not my fault. I'm sure I checked it.

LEIA
(almost expecting it)
No lightspeed?

HAN
It's not my fault. I can't understand it!

THREEPIO
Sir, we've lost the rear deflector shield. One more direct hit on the back quarter and we're done for.

LEIA
Well, what now?

Han thinks for a moment, makes a decision and pulls back on a lever.

HAN
Sharp bank, Chewie. Let's turn this bucket around.
(Chewie puzzled, barks)
You heard me, turn around! Full power on the front shield.

LEIA
You're going to attack them?!!!

THREEPIO
Sir, if I might point out, the odds of surviving a direct assault on an Imperial Star Destroyer are ...

Chewie BARKS and the golden droid shuts up.

326 INT COCKPIT - MILLENNIUM FALCON - POV - SPACE 326

INT COCKPIT, POV of flak, banking as the Falcon makes a steep turn.

327 EXT SPACE - MILLENNIUM FALCON - STAR DESTROYER 327

FULL SHOT - The Falcon races past camera, right to left. Pan as the starship does a twisting turn and heads back over camera.

328 EXT SPACE- MILLENNIUM FALCON - STAR DESTROYER 328

FULL SHOT - Moving toward the Star Destroyer as the Falcon races over camera and away, becoming very small against the massive surface of the Star Destroyer. Flak.

329 EXT MILLENNIUM FALCON - STAR DESTROYER SURFACE - SPACE 329

FULL SHOT - TRUCKING with the Falcon across the surface of the Star Destroyer as it is bobbing and weaving to avoid the numberous flak bursts. The falcon flies over camera.

330 INT IMPERIAL STAR DESTORYER NO. 2 - BRIDGE 330

INT STAR DESTROYER BRIDGE, POV of stars as tiny Falcon heads at camera, stars and window in foreground.

Lots of excitement on the bridge of the Star Destroyer as the tiny spaceship races low across the hull headed directly at the huge windows of the bridge area. Alarms go off everywhere.

DECK OFFICER
He's coming in too low to hit!

TRACKING OFFICER
We're going to collide!

CAPTAIN NEEDA
Shields up? He's insane!

DECK OFFICER
Look out!

331 INT IMPERIAL STAR DESTROYER NO. 2 - BRIDGE - ANOTHER ANGLE 331

INT BRIDGE, window, with the Falcon racing at the window as the officers duck. At the last minute, the Falcon veers off and out of sight. Stars, all is quiet.

CAPTAIN NEEDA
Track them, they may come around for another pass.

TRACKING OFFICER
That's strange.

CAPTAIN NEEDA
What is it?

331 CONTINUED 331

TRACKING OFFICER
The ship doesn't appear on any of our scopes.

CAPTAIN NEEDA
It couldn't have disappeared ... Could a ship that small have a cloaking device?

DECK OFFICER
No, sir ... Maybe they went into light speed at the last minute.

CAPTIAN NEEDA
Then why did they attack? They could have gone into hyperspace when they cleared the asteroid field.

TRACKING OFFICER
Well, there's no trace of them, sir, no matter how they did it. The only logical explanation is that they went into lightspeed ....

DECK OFFICER
Sir, Lord Vader demands an update on the pursuit .... What should he be told?

The captain looks at his aide with a resigned expression.

CAPTAIN NEEDA
I am responsible for this. Get the shuttle ready. When we rendezvous with Lord Vader, I will apologize to him myself ... Turn around and scan the area one more time.

332 EXT SWAMP - BOG - DUSK 332

Luke lies motionless in the mud with Artoo leaning over him. Two glowing balls about the size of baseballs hover above them like mosquitoes and occasionally the angry Artoo swats at them; they move just out of the stubby droid's reach. Artoo whistles to his master several times, but gets no response. Artoo turns toward Yoda, who is sitting quietly nearby chewing on his Gimer Stick, and begins to furiously beep and scold the little Jedi Master.

Artoo turns back to Luke. A small metal electrode projects out of Artoo and rests on Luke's chest. There is a concerned whitle from the droid, a short electronic yap, and Luke jumps awake with a start. The young Jedi shakes his head clear and rubs his shoulder. He is very angry; his glare moves between Yoda and the two glowing balls.

YODA
(jovial)
Concentration. Heh? Concentration.

LUKE
(pissed)
I thought those seekers were set for stun!

YODA
That they are.

LUKE
They're a lot stronger than I'm used to.

YODA
That would matter not were The Force flowing through you. Higher you'd jump! Faster you'd move! Open yourslef to The Force you must.

Artoo scoots away as the fed-up Luke grabs his laser sword from the mud, ignites it and jumps up.

LUKE
I'm open to it now! I feel it. Come on you little flying blasters!

As he moves toward the hovering balls with a poised saber and ferocious look, they draw away, retreating to the area around Yoda's head.

YODA
No, no. This will not do. <u>Anger</u> is what you feel.

LUKE
But I can feel The Force flowing!

YODA
Anger, fear, aggression! The dark side of The Force are they. Easily <u>they</u> flow ... quick to join you in <u>a</u> fight. Beware, beware, beware of them. A heavy price is paid for the power they bring.

Luke lowers his light saber, confused.

LUKE
Price? What do you mean?

YODA
The dark side beckons. But if once start you down the dark path, forever will it dominate your destiny. Consume you it will ... as it did Obi-wan's apprentice.

LUKE
Lord Vader ... Is the dark side stronger?

YODA
No, no. Easier, quicker, more seductive.

LUKE
But how am I to know the good side from the dark?

YODA
You will know. When you are at peace ... calm ... passive. A Jedi uses The Force for knowledge and defense. Never for attack.

LUKE
But tell me why ...

YODA
No! Nothing more will I tell you now. Clear your mind of questions ... Quiet now be ... at peace ...

Luke stops protesting, relaxes his body.

YODA
... Yes ... calm ...

Luke closes his eyes, tries to clear his thoughts.

YODA
(soothing)
... passive ... Let yourself go ...

After a long moment, Yoda makes the tiniest little gesture and the two glowing balls near his head race toward Luke, firing stun bolts. Luke immediately springs to life, but in a lovely, graceful way. He

332 CONTINUED 332

moves incredibly fast, deflecting bolts thrown at him from all directions, jumping incredibly high.

The seeker attack stops as suddenly as it started and the two balls retreat to either side of Yoda's head. Artoo lets out a sigh and shakes his head. Luke grins proudly at Yoda who continues to chew away.

YODA
Much progress do you make, young one. Stronger do you grow.

Luke is bursting with his achievement as two more glowing seekers float into view from behind Yoda's back, making a poised line of four above Yoda. Luke's grin melts away.

333 EXT VADER'S STAR DESTROYER - SPACE 333

FULL SHOT - Fleet around vader's Star Destroyer with second Star Destroyer in the foregound.

334 INT VADER'S STAR DESTROYER BRIDGE - CONTROL DECK 334

The dead body of Captain Needa lies at the feet of Darth Vader. Two stromtroopers pick it up and carry it quicly away as Admiral Piett and two of his captains hurry up to the Dark Lord.

ADMIRAL PIETT
Lord Vader, our ships have completed their scan of the area and found nothing. The Millennium Falcon definitely went into lightspeed. It's probably on the other side of the galaxy by now.

VADER
Alert all commands. Calculate every possible destination along their last known trajectory and disburse the fleet to search for them. Don't fail me again, Admiral, I've had quite enough!

ADMIRAL PIETT
Yes, My Lord. We'll find them.

The Admiral turns to an aide, a little more worried than when he arrived.

ADMIRAL PIETT
Deploy the fleet.

335 EXT IMPERIAL FLEET - SPACE 335

FULL SHOT - Imperial fleet as Vader's ship moves away with the smaller ships. Into the foreground, from the bottom, comes a huge Star Destroyer which moves into the distance.

336 EXT STAR DESTROYER SURFACE - MILLENNIUM FALCON - SPACE 336

MED SHOT of Star Destroyer bridge as camera trucks into the Millennium Falcon, clinging to the side of the ship.

337 INT COCKPIT - MILLENNIUM FALCON - SPACE 337

INT FALCON COCKPIT, stars moving slowly.

Everyone is hanging in their chairs sideways. Threepio is shut down. Leia glances at him.

LEIA
You could have warned him before you shut him off.

HAN
Oh, so sorry! Didn't mean to offend your droid. You think braking and shutting down in that amount of time is easy?

LEIA
I'm still not sure what you've accomplished.

HAN
Chewie, check the manual release on the landing claws.

Chewie BARKS, struggles from his seat, and climbs out of the cabin.

LEIA
What'd you have in mind for your next move?

HAN
(pointing out window)
The fleet is finally breaking up. I'm hoping they'll follow standard

337 CONTINUED 337

HAN (Continued)
Imperial procedure and dump their garbage before they go into light speed.

Leia gets it after a moment. She smiles and pats Han like a puppy.

LEIA
Not bad, hot shot, not bad. Then what?

HAN
Then we have to find a safe port around here. Got any ideas?

LEIA
That depends. Where are we?

HAN
Here ... near the Anoat system.

Han points to a configuration of small light points on a computer map screen on the control panel. Leia slips out of her chair and moves next to the handsome pilot. Several systems flash by on the computer screen.

HAN
Funny, I have the feeling I've been in this area before. Let me check my logs.

LEIA
You keep logs? My, how organized.

HAN
Well, sometimes ... Ah-hah, I knew it! Lando Calrissian.

LEIA
Never heard of that system.

HAN
Lando's not a system, he's a man. A gambler, con-artist ... all-around scoundrel ...
(winks at Leia)
... your kind of guy. The system is called Bespin. It's a ways from here, but reachable.

LEIA
(reading from the computer)
A mining colony.

337 CONTINUED 337

HAN
A Tibanna gas mine. Lando won it in a sabacc match, or so he claims. Lando and I go way back.

LEIA
Can you trust him?

HAN
No. But he has no love for the Empire, that much I know ...

Chewie BARKS something on the intercom. Han quickly changes his readouts and stretches to look out the cockpit window.

HAN
I see it, Chewie, I see it ....
Prepare the manual release.
(turns to Leia)
Here goes nothing, sweetheart.

Han leans back in his chair and gives her an inviting smile. She thinks for a moment, shakes her head; a grin creeps across her face and she gives him a quick kiss.

LEIA
You do have your moments ... Not many, but you have them.

HAN
Let 'er go, Chewie.

338 EXT IMPERIAL STAR DESTROYER - SPACE 338

FULL SHOT - Space and Star Destroyer moving slowly away from camera. Junk begins to trail out of the ship and float over camera as the Falcon tumbles by. The star Destroyer roars and zooms into hyperspace.

339 EXT MILLENNIUM FALCON - JUNK - BOBA FETT SHIP - SPACE 339

FULL SHOT - Junk over camera. Going away, the Falcon starts engines and races off into the distance. The junk slowly drifts away. Boba Fett's ship appears in the foregound and moves after the Falcon.

340 EXT BOG TRAIL - DUSK 340

Luke runs through the Bog, jumping incredibly high over roots, doing amazing double flips across mud holes, racing in and out of the heavy ground fog. Yoda again rides on Luke's neck.

Yoda tosses a silver bar high above Luke, but behind him. The young warrior instantly turns and cuts the bar into four pieces. Yoda is pelased, but Luke is suddenly distracted, wary.

YODA
Four this time! The Force you feel.

LUKE
Yes ... I also feel danger ... death. Something's not right.

Luke turns to see a huge, tangled, dead black tree. Its base is surrounded by a few feet of water. Giant, twisted roots form a dark and sinister cave near one side. Luke lets Yoda down to the ground. He stares at the tree, breathing hard.

LUKE
You brought me here purposely.

Yoda sits on a large root, pulls out his chew stick.

LUKE
I feel cold.

YODA
This tree is strong with the dark side of The Force. A servant of evil it is. Into it you must go.

LUKE
What's in there?

YODA
Only what you take with you.

Luke looks warily between the tree and Yoda. He ignites his light saber and steps into the water.

YODA
Your weapon ... you won't need it.

Luke gives the tree a long look, then shakes his head "no". Yoda shrugs. Luke wades across the water and steps into the darkness of the cave.

341 INT TREE CAVE - DAGOBAH 341

Luke moves into almost total darkness. It's wet and slimy. The young Jedi can barely make out the edge of the passage. Suddenly, he is enveloped by a thick

spider web-like membrane. He thrashes to clear himself and cuts thorugh it with his laser sword. When he is free of it,he holds the saber out before him. Five inches from his face, a beetle the size of Luke's hand scurries up the wall to join its mates. Luke draws back only a moment, then pushes deeper into the cave.

The space widens around him, but he can feel that rather than see it. His sword casts the only light. Luke peers into the darkness. It has become very quiet here. There is a long, long beat.

A lound HISS! Darth Vader appears across the blackness, illuminated by his just-ignited laser sword. Immediately, he charges Luke, saber before him. He is upon him in seconds, but Luke sidesteps perfectly and slashes at Vader with his sword.

Vader is decapitated. His head and helmet fly from his shoulders as his body disappears into the darkness. The metallic BANGING of the helmet fills the cave as Vader's head spins and bounces, smashes on the floor and stops. For one instant it sits whole on the floor. Then it cracks vertically. The black helmet and breath mask fall away to reveal ... Luke's head.

Across he space, the standing Luke gasps at the sight, wide-eyed in terror

The decapitated head fades away, as in a vision.

342 EXT OUTSIDE THE TREE - DUSK 342

Yoda sits on the root, calmly chewing in his Gimer Stick.

343 EXT MILLENNIUM FALCON - BESPIN SYSTEM 343

FULL SHOT - The powerful pirate starship over camera as it heads toward the soft pink planet of Bespin. Planet is about 25 per cent of frame - moons.

344 EXT MILLENNIUM FALCON - BESPIN SURFACE 344

FULL SHOT, TRUCKING - Bespin's surface. It is dawn on the gaseous planet. Huge billowing clouds form a canyon as the ship banks around them and past camera.

345 EXT MILLENNIUM FALCON - TWIN CARS - CLOUDS - BESPIN 345

TRUCKING, FULL SHOT of Falcon moving right to left in distance as a twin pod could car races over camera and toward the Falcon.

346 EXT MILLENNIUM FALCON - TWIN CAR - COULD CITY - BESPIN 346

FULL SHOT, TRUCKING with the Falcon coming to camera as the cloud car banks in from the right and pulls along side on the left. Falcon slowly gains on camera and goes overhead.

347 INT COCKPIT - MILLENNIUM FALCON - CLOUDS - BESPIN 347
SIDE ANGLE

INT SIDE VIEW from Falcon cockpit of clouds and cloud car outside, clouds move left to right. Wookiee in foreground. FLAK rocks ships. Chewie barks his concern.

HAN (O.S.)
No ... I do not have a landing permit ... my registration is ... (static) ...

348 INT COCKPIT - MILLENNIUM FALCON - CLOUDS - BESPIN 348

Flak burst soutside the cockpit window and rattles the ship's interior. Leia looks worried.

INTERCOM (O.S. Voice)
Standing by ... any aggressive move will bring about your destruction.

THREEPIO
Rather touchy, aren't they.

LEIA
I thought you knew this person.

HAN
Well, it's been awhile.

CHEWIE
Barks and growls at his boss.

HAN
That was a long time ago. I'm sure he's forgotten all about it, and so should you.

INTERCOM (O.S.)
Permission granted to land on platform 327 ... any deviation of flight pattern will bring about your ...

Han snaps off intercom. He is angry. The giant Wookiee turns to Han and grunts. Han turns to the worried Princess and her droid.

HAN
He'll help us ... We go way back ... really. Don't worry.

Leia doesn't look convinced.

LEIA
Who's worried?

349 EXT MILLENNIUM FALCON - CLOUD CAR - CLOUD CITY 349

FULL SHOT - Camera moves through clouds to reveal the city in a long shot. We see the ball at the bottom as it bobs in and out of the cloud surface. The cloud car and the Falcon pass over camera and head for the city.

350 EXT MILLENNIUM FALCON - CLOUD CAR - CLOUD CITY - PANNING SHOT 350

FULL SHOT - Ships come to camera, PAN as they pass on left to closer view of city as ships grow small.

351 EXT LANDING PLATFORM - MILLENNIUM FLACON - CLOUD CITY 351

HIGH ANGLE - With cloud car near camera and Falcon dives into the distance, landing on one of the tiny city paltforms. Several ships in background.

352 INT CORRIDOR - CLOUD CITY - DAY - BESPIN 352

LANDO CALRISSIAN, a suave, dashing black man in his thirties leads a group of aides and bodyguards toward the landing platform. The group, like the other citizens of the city, is a motley collection of aliens, blacks, humanoids, whites and Orientals. Lando has a grim expression on his face as he exits onto the landing platform.

353 EXT LANDING PLATFORM - DOOR OF MILLENNIUM FALCON - CLOUD CITY - BESPIN

Han and Leia stand at the open door, armed. Behind them stands Chewie, also armed. They survey the scene warily. A dawn wind whips at Lando and his troops as they march across the narrow bridge leading to the landing platform.

LEIA
(to Han, low)
I don't like this.

HAN
(uncertain)
It'll be all right. Trust me.
(pause)
And keep your eyes open. You wait here.

Han walks down the ramp, followed by Chewie. Lando has a pleased, proprietory look on his face as he gazes at the ship, which fades to a neutral look as he stops ten feet from Han. The two men eye each other carefully. Lando just shakes his head.

LANDO
Why you slimy, double-crossing no-good swindler ... am I glad to see you.

HAN
(skeptical)
No hard feelings?

LANDO
Are you kidding?

HAN
I always said you were a gentleman.

LANDO
I'll bet.

The two old friends embrace, laughing and chuckling.

LANDO
How you doing, Chewbacca? Still wasting your time with this clown, eh?

CHEWIE
Growls a reserved greeting.

LANDO
(not understanding)
Right.

Leia starts down the ramp, followed by Threepio. Lando glances up at her and does a slow take.

LANDO
Hello! What have we here? Welcome, I am Baron Lando Calrissian, Administrator of this facility ... and who might you be?

LEIA
You may call me Leia

Lando bows before Leia and kisses her hand.

THREEPIO
And I am See-Threepio, human-cyborg relations, at your ...

Before Threepio can finish his introduction, Han has put his arm around Lando and steered away from Leia, back toward the city.

HAN
She's traveling with me, Lando and I don't intend to gamble her away, so you might as well forget she exists.

Lando glances longingly over his shoulder at Leia who is following behind the two old friends.

LANDO
That won't be easy, my friend ... What brings you here, anyway?

HAN
Repairs ...

LANDO
(mock panic)
What have you done to my ship?

Han smiles, explains over his shoulder to Leia.

HAN
Lando used to own the Falcon. And he sometimes forgets that he lost it fair and square.

353 CONTINUED 353

Lando concedes this with a little gesture, speaks to Leia.

LANDO
That ship saved my life a few times. It's the fastest hunk of machinery in the galaxy.
(to Han)
What's wrong with her?

HAN
Hyperdrive.

LANDO
I'll have my people get to work on it right away. Hate the thought of the Millennium Falcon without her heart.

354 INT CORRIDOR - CLOUD CITY 354

The group has crossed the narrow bridge and entered the city. They walk down the lovely art-deco passageway, rounding several corners and passing many small plazas as they go. Threepio lags a bit behind.

HAN
How's your mining operation going?

LANDO
Not as well as I'd like. We're a small outpost and not very self-sufficient. I've had supply problems of every kind and ...
(catches Han grinning at him)
What's so funny?

HAN
Nothing. I never would have guessed that underneath that wild schemer I knew was a responsible leader and businessman ... But you wear it well.

Lando is reflective, he looks at Han a moment.

LANDO
Seeing you sure brings back a few things ...
(shakes his head)
Yeah, I'm <u>responsible</u> these days. It's the price of success. And you know what, Han, you were right all along. It's over-rated

354 CONTINUED 354

Han and Lando laugh together. As the lagging Threepio passes a doorway, he hears the muffled beeping and histling of an R-2 unit.

355 INT SIDE CORRIDOR - CLOUD CITY 355

Threepio enters the off-shoot corridor.

THREEPIO
Oh, an R-2 unit, I'd almost forgotten what they sound like ...

As Threepio is about to reach another doorway, the door to the main passage closes behind him. He looks into the room.

THREEPIO
Oh my! ... Those look like ...

A laserbolt to Threepio's chest sends him flying in twently directions. Smoldering mechanical arms and legs bounce off the walls.

356 INT CORRIDOR - CLOUD CITY 356

Lando, Han and Leia continue down the corridor unaware of Threepio's demise. Chewbacca glances around, sniffs the air, but shrugs his shoulders and follows the group.

357 EXT YODA'S BOG (MONTAGE) 357

Again Yoda sits on the high branch with Luke's laser sword clasped in his webbed feet. Far below, Luke sets, then jumps. This time he not only grabs the sword but soars an extra couple feet, high enough to flash a quick grin at Yoda, eye to eye.

358 EXT YODA'S BOG (MONTAGE) 358

Luke is standing on one hand again, with Yoda perched up on his feet. But now Luke's face shows less strain, more concentration. Suddenly, Luke folds his four fingers off the ground. He is balancing on his thumb.

359 EXT BOG - SWAMP - DUSK - DAGOBAH 359

Artoo is busy washing down the X wing fighter. A powerful stream of water sprays from a nozzle in the droid's side, while a hose from his other side trails off into the watery swamp. Luke and Yoda are sitting in the cap facing each other. The young warrior's eyes are closed.

YODA
Be calm. Through The Force, things you will see: other places, other thoughts, the future, the past, old friends long gone.

BEN'S VOICE
How's the boy doing?

YODA
A most gifted apprentice ... if concentrate he would!

Luke turns to see the image of Ben fade away.

LUKE
Ben? Ben?

YODA
Free your mind and return he will.

LUKE
My mind fills with so many images.

YODA
Control, control you must learn of what you see. Not easy, not fast.

LUKE
I see a city in the clouds.

YODA
Bespin. I see it too ... Friends you have there, heh? Concentrate and see them you will.

LUKE
I see them! ... They're in pain ... they're suffering.

YODA
It is the future you see.

As Luke moans, Artoo stops his work and rushes over to his master and starts beeping angrily at Yoda, crowding him.

LUKE
Will they die?

YODA
Difficult to see. Always in motion is the future ... Back away, little machine!

Yoda lifts his hand towards the pushing droid and Artoo lets out a quick shriek of shock and moves away, mumbling and looking back at Yoda. Luke has started to gather up his things.

LUKE
They're my friends.

YODA
Foreknowledge is helpful, but painful sometimes and dangerous too. You have far to go in your training.

Luke is stopped cold by Yoda's words. Gloom shrouds him as he plops down and Artoo comes over to comfort him.

359X INT JUNK ROOM - CLOUD CITY - BESPIN 359

A room piled high with broken or discarded parts. Chewie is poking around ... seems to find a piece that pleases him ... tosses another part away. Moves around a large piece, which partially obscures him - he lets out a savage growl at what he sees.

360 INT LIVING QUARTERS - CLOUD CITY - DAY - BESPIN 360

Sunlight pours through the skylight in a large art-deco living area onto which four apartments open. Han slouches in a lounge chair with his feet on a table. He aims his blaster at a glow globe and makes a firing sound with his tongue. He turns to see Leia standing in the doorway to her apartment.

Han is knocked out by the sight. He holsters his blaster distractedly as he ogles the radiant Leia. She has changed from her cold weather pants and jacket to a lovely dress. Her hair is up, tied with ribbons.

360 CONTINUED 360

LEIA
What are you staring at?

HAN
(ga-ga)
Who's staring?

LEIA
You look silly.

HAN
You look great.

LEIA
(embarrassed)
Has Threepio turned up yet?

HAN
Huh? Oh. Your droid's been gone too long just to be lost. He may have gotten into some trouble. Chewie went to look for him.
(he pats a spot on his lounge)
Come over here. I want to check this out.

Leia thinks it over a moment, then walks over and settles next to Han, who's overjoyed with her apparent pliancy. He's about to envelop her when she throws on the ice water ...

LEIA
I hope Luke made it to the fleet all right.

HAN
Luke! I'm sure he's fine. Probably sitting around wondering what we're doing right now.

Han puts his arm around her. They are ready to kiss. The door zaps open. Chewbacca walks in carrying a packing case of Threepio, arms and legs hanging over the edge. He drops the box on the table.

CHEWIE
Barks at his master.

LEIA
What happened?

HAN
He found him in a junk pile ...

360 CONTINUED 360

LEIA
Something's wrong here. Your friend Lando is very charming, but I don't trust him.

HAN
Well, I do trust him. Lando's an old friend. Must have been an accident.

360 CONTINUED 360

LEIA
Chewie, do you think you can repair him?

The giant Wookiee has been studying the array of robot parts. He looks at the Princess.

CHEWIE
Howls and shrugs his shoulders.

HAN
Why don't we just turn him over to Lando to fix?

LEIA
No thanks.

HAN
Look, sweetheart, I'm not going to have you accusing my friend of ...

There is a BUZZ and the door slides open revealing Lando and a pair of bodyguards.

LANDO
Sorry, am I interrupting anything?

LEIA
Not really.

LANDO
I must say, your beauty is unparalleled. Truly you belong here with us among the clouds.

LEIA
(icy)
Thanks.

LANDO
Would you care to join me for a little refreshment?

Han looks at Lando suspiciously.

CHEWIE
Barks at the mention of food. Licks his lips.

LANDO
Everyone's invited, of course.

Leia takes Lando's profferred arm and the group turns to go. Lando spots Threepio's remains.

360 CONTINUED 360

LANDO
Having problems with your droid?

Hand and Leia exchange a quick glance.

HAN
An accident. Nothing we can't handle.

The door slides closed behind them, leaving the battered droid on the table.

361 INT CORRIDOR - CLOUD CITY - DAY 361

Leia walks between Han and Lando as Chewie and the two bodyguards follow a short distance behind. Long shafts of light pour across the corridor between tall columns.

LANDO
.... We are a free station and do not fall under the jurisdiction of the Emprie.

LEIA
You're part of the mining guild then?

LANDO
Not actually .... Our operation is small enough not to be noticed, so you might say we're enterprisers. Most of our trade is, well ... unofficial.

362 EXT VERANDA - CLOUD CITY - DAY 362

The corridor opens onto a veranda which overlooks the spiraled top of the city.

City Plaza - as Lando and group pass. City in background with several cloud cars flying around.

LEIA
It's a lovely outpost.

LANDO
Yes, we keep pollution down by having the power reactor far below the city. It's connected by a transfer shaft.

363 INT CORRIDOR - CLOUD CITY - DAY 363

They re-enter the corridor and head for a huge doorway at the far end. Chewie begins to sniff something.

CHEWIE
Barks at Han.

HAN
Not now, Chewie. Lando, aren't you afraid the Emprie might discover this little operation and shut you down?

LANDO
That's always been the danger. It's loomed like a shadow over everything we've built here. But circumstances have developed which will insure security. You see, I've just made a deal that will keep the Empire out of there forever ...

364 INT DINING ROOM - CLOUD CITY - DAY 364

The might doors to the dining room slide open and the group enters the elegant room. At the far end of a huge banquet table sits, Darth Vader. At his side and slightly behind him is standing Boba Fett, the bounty hunter. Han gives Lando a mean look.

LANDO
Sorry friend, I had no choice. They arrived right before you did.

HAN
I'm sorry too.

Faster than the wink of an eye, Han has drawn his blaster and popped off a couple of quick shots directly at Vader. The Dark Lord quickly raises his hand, deflecting the bolts into one of the side walls, where they explode harmlessly. Just as quickly, Han's weapon zips out of his grip and mysteriously flies across the room into Vader's hand. The evil presence calmly places the gun on the table in front of him.

VADER
I'm glad you could join us. Have some nourishment, for it will be your last meal.

365 EXT YODA's BOG (MONTAGE) - DAGOBAH 365

In the bog clearing, Yoda watches as Luke stares at two equipment cases from the supplies of his fighter. Artoo watches from nearby. Now the two cases lift into the air and exchange places. Luke smiles to himself feeling strong and playful. Now he lifts the two equipment cases again, plus a bewildered, beeping Artoo, who is roughly the same size.

366 EXT YODA'S HOUSE (MONTAGE) - DAGOBAH 366

Luke is squatting before Yoda's little stove, working over a chaos of steaming pots, chopping, stirring and sprinkling in a manner stronlgy reminiscent of Yoda, who, by the way, is not around. Suddenly a painful vision fills Luke's mind; he winces and stops his cooking for a few moments. It passes away, Luke shakes it off and goes back to his cooking. After a few long beats, behind Luke's back and unseen by him, three of Yoda's glowing-ball seekers float quietly into view. They pause, then race toward Luke firing stun bolts. The young Jedi instantly twists to face them, deflecting all the bolts with the pot lid in his left hand and the spoon in his right.

367 EXT YODA'S HOUSE - DUSK - DAGOBAH 367

It is almost dark ... in the woods a tiny light moves towards us ... finally we see it is Artoo ... he stops within sight of Yoda's house. A warm light pours out of the hosue illuminating Luke who is asleep on the ground. A blanket lies half-off Luke; Artoo carefully pulls it up to fully cover Luke. As Artoo moves away Luke begins reacting to a nightmare. He maons ... opens his eyes wide and sits up. Yoda comes to the doorway and looks out.

LUKE
(to Yoda)
I can't keep the vision out of my head ... My friends ... they're in trouble ... I feel that ...

Suddenly the shimmering image of Ben Kenobi appears before Luke.

BEN
... Luke, you must not go.

LUKE
But Han and Leia will surely die.

367 CONTINUED 367

BEN
You don't know that. Even I cannot see their fate.

LUKE
I can help them!

BEN
You're not ready yet. You still have much to learn.

LUKE
I feel The Force.

BEN
But you cannot control it. This is a dangerous stage for you, Luke. You are now most susceptible to the temptations of the dark side.

YODA
Yes, yes. To Obi-wan you listen young one. The tree. Remember your failure at the tree! Heh?

LUKE
I've learned much since then. And I'll return to finish ... I promise that, master.

BEN
Will you? You underestimate The Emperor. It is you he wants ... that is why your friends suffer.

LUKE
And that is why I must go.

BEN
Luke, I will not lose you to the Emperor, as I lost Vader.

LUKE
You won't.

BEN
Only a fully trained Jedi Knight, with The Force as his ally, will conquer Vader and his Emperor. If you end your training now, if you choose the quick and easy path ... as Vader did ... you will become an agent of evil ... and

367 CONTINUED 367

BEN (Continued)

the galaxy will be plunged deeper into the abyss of hate, despair and pain that you feel your friends suffering now.

YODA
Stopped they must be. Do you hear? On this all depends.

BEN
You are the last Jedi, Luke. You are our only hope. Be patient.

LUKE
And sacrifice Han and Leia?

YODA
If it must be. Yes.

Luke is in great anguish. He struggles with the dilemma, a battle raging in his head. But then there is a clearing in his expression, a choice made.

LUKE
I cannot. Ben, I must go. Now that I can see their suffering, I must help ...

Luke looks for a long moment at Ben and Yoda. Then he turns and starts toward his ship followed by his faithful droid. Yoda looks at Ben with a certain irritation, but Ben is focussing on Luke. The old man's expression is resigned.

367X EXT X WING FIGHTER - EDGE OF WATER - DUSK - DAGOBAH 367X

The fighter's lights come on. Luke is in the process of hoisting a heavy case into the belly of the ship by a cable. Artoo is on top of the ship settling down into his place. Luke stops what he is doing as Ben appears. Yoda steps into the light.

BEN
I cannot protect you, Luke, If you choose to face Vader, you will do it alone. Once you've made this decision, I cannot interfere.

Artoo unfasters power couplings on the ship

LUKE
I understand.
(to Yoda)
I'll be back, Master Yoda. I will finish what I have begun I give you my word. Artoo, fire up the power converters.

ARTOO
Whistles a happy reply.

BEN
Luke, use The Force only for knowledge and for defense, not as a weapon. Don't give in to hate or anger or fear ... they lead the way to the dark side ...

Luke nods and climbs back into his ship.

YODA
Strong is Vader. Clouded is your fate. Mind what you have learned ... Notice <u>everything</u>, everything! It can save you.

LUKE
I will, master, I will!

Artoo closes the cockpit. Ben and Yoda stand watching as the roar of the engines and the wind engulfs them.

YODA
Told you, I did. Reckless is he ... Now things are going to worse.

BEN
The boy is our last hope.

YODA
No ... there is another.

368 EXT PLANET DAGOBAH - SPACE 368

FULL SHOT - Luke's tiny X wing rockets to camera, left to right, away from the green planet of Dagobah.

369 EXT LUKE'S X WING - SPACE 369

FULL SHOT - X wing, over camera and into space.

370 INT LARGE CELL- CLOUD CITY - BESPIN 370

Chewie, huffing and puffing, paces the cell in anger. He puts his ear to the wall, hears nothing and goes back to an area where there are four beds. A disassembled Threepio rests on one of the beds. The Wookiee picks up the golden droid's head and meditates on it a few moments.

370 CONTINUED 370

CHEWIE
Barks a few remarks of a philosophical nature.

Chewie sticks the robot's head on its torso and starts adjusting wires and circuits. Suddenly, the lights in Threepio's eyes spark to life as Chewie touches two connectors together. Threepio immediately begins to speak, but his voice is so slow and so low as to be unintelligible.

THREEPIO
Immmm-peer-eee-alll-storrr-mmmm-trooo ...

Chewie looks at Threepio in bewilderment, then scratches his furry head, gets an idea and adjusts some connections. Threepio immediately begins speaking normally.

THREEPIO
Stromtroopers! Help! Oh, my head ... Where am I?

Chewie barks with glee at the robot's return to life.

THREEPIO
Chewbacca! Watch out, there are Imperial Stormtroopers hidden in ... Oh no, I've been shot!

371 INT PRISON ENTRY AREA - CLOUD CITY 371

The door to another cell slides open and the muffled yells of Han Solo become sharp, piercing screams of agony and pain. Darth Vader exits the cell and is approached by Lando, Lando's Aide, and Boba Fett.

VADER
Bounty hunter, if you are waiting for your reward, you will wait until I have Skywalker.

BOBA
(a very tough customer)
I am in no hurry, Lord Vader. My concern is that Captian Solo not be damaged. The reward from Jabba the Hutt pays double if he's alive.

VADER
His pain is considerable, bounty hunter, but he will not be harmed.

LANDO
What about Leia and the Wookiee?

VADER
You will find them well enough. But they must never again leave this city.

LANDO
That was never mentioned. Neither was this bounty hunter taking Han. I hope you haven't forgotten our bargain.

VADER
I forget nothing, Calrissian. Perhaps you think you're being treated unfairly.

LANDO
(glances at his aide)
No.

VADER
Good. It would be most unfortunate if I had to leave a permanent garrison here.

Vader turns and sweeps into the elevator with Boba Fett. Lando turns with his aide and walks swiftly down another corridor.

LANDO
This deal's getting worse all the time.

AIDE
Maybe you should have argued with him.

Lando gives his aide a look that speaks volumes, then walks a few steps in silence, thinking.

LANDO
(finally)
I've got a bad feeling about this.

372 INT LARGE CELL

Chewie now has a little more of Threepio back together. One arm is connected, but his legs have yet to be attached. There is one small problem, however; it

372 CONTINUED 372

appears the Wookiee has managed to put the dorid's head on backwards.

THREEPIO
Well, something's not right because now I can't see.
(Chewie barks and adjusts a wire)
There now, that's better, wait ...
Oh, my. What have you done? I'm backwards! You flea-bitten furball! Only an overgrown mophead like you would be stupid enough to put my head ...

Threepio is cut off in mid-sentence as Chewie deactivates a circuit and the droid shuts down. The Wookiee smells something and sits up. The door to the chamber slides open and a ragged Han Solo is helped into the room by two Stormtroopers. The huge Wookiee gives him a hug as the Stormtroopers leave. Han is very pale, with dark circlues under his eyes.

CHEWIE
Barks his concern.

HAN
No, I'm alright. I'm alright.

Chewie BARKS again as the door slides open revealing Leia. She looks a little worse for war also. the troopers shove her into the cell, and the door slides closed. Chewie helps her up and over to Han. The two lovers embrace, kiss.

HAN
I was worried about you.

LEIA
I'm worried about all of us. I can't figure out what they're up to.

HAN
Me either. They had me howling on the scan grid, but they never asked me any questions.

The cell door slides open. Lando and two Bespin troops enter.

HAN
Get out of here, Lando!

LANDO
Shut up a minute and listen. I'm doing what I can to make this easier for you.

HAN
This ought to be good.

LANDO
Vader agreed to turn Leia and Chewie over to me. They'll have to stay here, but at least they'll be safe.

LEIA
What about Han?

LANDO
(to Han)
I didn't know you had a price on your head. Vader has given you to the bounty hunter.

Leia locks with concern to Han.

HAN
You don't know much about much if you think Vader won't want us dead before this is over.

LANDO
He doesn't want you at all. He's after someone called Skywalker.

HAN
Luke? I don't get it.

Leia's mind is racing.

LANDO
Lord Vader has set a trap for him and ...

LEIA
... we're the bait.

HAN
All this just to get the kid? What's so important about him?

LANDO
Don't ask me, but he's on his way.

LEIA
Luke's coming here?

Lando nods. Han's rage peaks.

HAN
You fixed us all pretty good ...
(spits it out)
... friend!

Han hauls off and punches Lando. The two friends are instantly engaged in a frantic close quarters fight. The guards hit Han with their rifle butts and he flies across the room. Chewie GROWLS and starts for the guards. They point their laser weapons at the Giant Wookiee, but Lando stops them.

LANDO
Don't shoot! I've done what I can for you. I'm sorry it's not better, but I've got my own problems.
(turns to leave)
I've already stuck my neck out further than I should ...

HAN
Yeah, you're a real hero.

Lando and the guards leave. Han wipes the blood from his chin as Leia and Chewie help him onto one of the bunks.

LEIA
(dabs at his wound)
You certainly have a way with people

373 EXT LUKE'S X WING - SPACE - BESPIN SYSTEM 373

FULL SHOT - X wing, past camera toward Bespin in the distance.

374 INT COCKPIT LUKE'S X WING - SPACE - BESPIN SYSTEM 374

CLOSE-UP front of Luke with rotating stars in background.

Luke is grim-faced as he pilots his course to Bespin. Artoo beeps and whistles to Luke which reads out on the scope.

LUKE
Yes, I'm sure Threepio is with them

374 CONTINUED 374

LUKE (Continued)
(Artoo whistles excitedly)
Just hold on, we'll be there soon.

375 EXT LUKE'S X WING - BESPIN SYSTEM - ARTOO - SPACE 375

CLOSE-UP side R-2, stars left to right.

376 INT CARBON-FREEZING CHAMBER - CLOUD CITY - BESPIN 376

Armor-suited Stormtroopers rush about the large chamber, which is filled with pipes and chemical tanks. In the middle of the room is a square pit housing a hydraulic platform. Darth Vader and Lando stand near the platform.

VADER
The facility is crude, but it should suit our needs.

An Aide appears.

AIDE
We have a ship approaching of the X wing class

VADER
Good. Monitor Skywalker's progress and allow him to land. We'll have the chamber ready for him shortly.

LANDO
We only use this chamber for carbon freezing. If you put him in there, it'll kill him.

VADER
I think not. But I don't wish my prize to be damaged. We'll test it first.
(to a Stormtrooper)
Bring in Captian Solo.

Lando's face registers his dismay.

377 EXT LUKE'S X WING - CLOUD CITY - SPACE 377

FULL SHOT - X wing, through clouds, side-trucking PAN as ship approaches city.

378 INT COCKPIT LUKE'S X WING -BESPIN SYSTEM - SPACE 378

Luke scans his display panels with concern.

LUKE
(to Artoo)
You haven't picked up any patrol ships?

ARTOO
Beeps a "negative" which prints out on a panel.

379 INT CARBON-FREEZING CHAMBER - CLOUD CITY - BESPIN 379

With Boba Fett in the lead, a squad of Stormtroopers bring in Han, Leia and Chewie. Strapped to Chewie's back, with only his head, torso and one arm assembled is Threepio. Threpio's head faces the opposite direction from Chewie's and the droid is constantly twisting around in a vain effort to see what's happening. His one attached arm is animate and expressive, intermittently pointing, gesturing and covering his eyes. The remaining pieces of his body are roughly bundled
to the Wookiee's back. His legs and other arm stick out at odd angles from the pack.

Vader turns to Boba Fett.

VADER
I'll make your goods easier for you to transport. Put Captian Solo in the zero-cold chamber.

BOBA
But the chamber is for power goods. What if he doesn't survive? This slime is worth a lot to me ...

Vader
The Empire will pay for the loss. Bring him forward!

LEIA
No!

Chewie lets out a wild HOWL and attacks the Stormtroopers surrounding Han. Within seconds many Imperial reinforcements have joined the scuffle. The giant Wookiee is clubbed with laser weapons. From the instant of Chewie's first move, Threepio is screaming in panic while he tries to protect himself with his one arm ...

379 CONTINUED 379

THREEPIO
Wait! What are you doing? ...
Oh, no ... Don't hit me! No! He
doesn't mean it! ... Calm down,
you hairy fool! ... Ouch! I
didn't do anything ...

The Stormtroopers are about to bash Chewie in the face.

HAN
Chewie, no! Stop it, Chewbacca!

Han breaks away from his captors. Vader nods to the guards to let him go and the pirate breaks up the fight.

THREEPIO
Oh, yes ... stop, stop. Thank
heavens ...

Han gives the Wookiee a stern look, then a big hug.

HAN
Save your strength for another
time, Chewie, when the odds are
better.

Han winks at the Wookiee.

CHEWIE
Barks a doleful farewell.

HAN
I'm sure I'll see you again, too.
Keep well.
(turns to guard)
You'd better chain him until it's
over.

In a flash the guards have slipped binders on Chewbacca, sho is too distraught to protest. Han gives his furry friend a final hug and turns to Princess Leia. He takes her in his arms and she gives him a passionate kiss.

LEIA
... I love you. I couldn't tell
you before, but it's ture ...

HAN
... just remember that, 'cause
I'll be back ...

379 CONTINUED 379

He sheds his cocky smile and gives her a soft kiss on the forehead. Tears roll down Leia's face as she watches the dashing pirate walk to the hydraulic platform. Lando, too, watches with anguish.

Imperial guards position Han on the platform and quickly bind his arms and legs. They step back. Han looks one final time at his friends and suddenly the platform drops. Han disappears into the steaming vat of sub-zero cold. Chewie HOWLS. Leia turns away in agony. Lando winces in sorrow; it makes a life-changing impression on him.

Instantly, a ladle of fiery liquid moves over the vat, tilts and pours, creating a shower of sparks and fluid as great as any steel furnace. Chewie has half turned away from the sight, giving Threepio a view of the procedure.

THREEPIO
They're encasing him in carbonite. It's high quality alloy. Much better than my own. He should be quite well protected ... if he survived the freezing process.

Chewie is in no mood for technical discussions; he gives the droid an angry glance.

A huge mechanical tong lifts the metal encased space pirate out of the vat and places him before Vader, Boba Fett and Lando. Technicians inspect the metal mummy with various electronic probes, drilling holes and attaching hoses.

TECHNICIAN
He's alive and in perfect hibernation.

VADER
He's all yours, bounty hunter. Reset the chamber for Skywalker.

AIDE
He's just landed, My Lord.

VADER
See to it that he finds his way here.

LANDO
I'll take what's mine now.

379 CONTINUED 379

VADER
Take them, but I'm keeping a detachment of troops here to watch over them.

LANDO
That wasn't the bargain. You said the Empire wouldn't interfere in--

VADER
I'm altering the bargain. Pray I don't alter it any further.

Lando's hand instinctively goes to his throat as he turns back to Leia, Chewie and Threepio.

380 INT CORRIDOR - CLOUD CITY 380

Luke and Artoo move carefully down the deserted corridor. Luke stops as he hears a group of people coming down a side hallway. Artoo lets out an excited series of beeps and whistles. Luke glares at the tiny droid, who stops in his tracks with a feeble squeak.

Boba Fett enters from a side hallway followed by two guards carrying the encased body of Han Solo and two Stormtroopers, who immediately start firing on the young warrior. Luke draws his weapon and blasts the two stormtroopers before they can get off a second shot. The two guards whisk Han into another hallway as Boba lowers his arm and fires a deadly laser at Luke, which explodes to one side.

381 INT SIDE HALLWAY - CLOUD CITY - DAY 381

By the time Luke reaches the side hallway, Boba, Han and the guards are gone. A thick metal door blocks the passage. Luke turns to see Leia, Chewie, Threepio, and Lando being herded away by several other Stormtroopers down a second hallway.

LUKE
Leia!

LEIA
Luke, no! It's a trap.

Before she can finish, the group turns a corner and is gone. Luke races after them, leaving little Artoo trailing behind.

382 INT CARBON-FREEZING CHAMBER - CLOUD CITY - BESPIN 382

Luke runs into the zero-cold chamber and stops for a second to get his bearings. Leia and the others are nowhere in sight. Behind Luke, Artoo is whistling down the corridor to the chamber when a giant metal door comes slamming down with a loud CLANG (seemingly on top of the stubby droid), cutting off Luke's exit. Several more doors CLANG shut, echoing through the chamber.

383 INT HALLWAY LEADING TO CHAMBER - CLOUD CITY - BESPIN 383

Artoo is standing with his nose up against the giant metal door. He whistles a long sigh of relief and, a little dazed, wanders off in the other direction.

384 INT CARBON-FREEZING CHAMBER - CLOUD CITY - BESPIN 384

Luke searches the complex chamber for any sign of an enemy. There is nothing. He walks forward toward the hydraulic platform, then stops, holstering his gun.

LUKE
I know you're with me, Lord Vader, I can feel your presence. Show yourself, or do you fear me?

Vader steps into view behind Luke. The young Jedi turns instantly to face his opponent.

VADER
The Force is with you young Skywalker, but you are not a Jedi yet.

385 INT CORRIDOR - CLOUD CITY - BESPIN - DAY 385

Leia, Lando, Chewie and Threepio march along between four Stormtroopers. They reach an intersection where a dozen of Lando's guards are standing at attention. Lando stops before the sergeant of the guard.

LANDO
Code force seven.

The guards immediately aim their weapons at the startled Stormtroopers. The sergeant takes the Stormtroopers weapons from them, handing one to Lando, the others to Chewie and Leia. They release Chewie's binders.

385 CONTINUED 385

LANDO
Hold them in the north tower.
Quietly! No one must know.

Lando's guards march the Stormtroopers away.

LEIA
What's going on?

LANDO
I'm coming over to your side,
that's what. And I have a feeling
I'm making a big mistake.

LEIA
And when do you betray us again?

Lando has to take another look at this broad. She doesn't seem very appreciative.

LANDO
Look, I stand to lose everything
by this.

LEIA
We have no use for your kind.

LANDO
This is no time to be choosy,
honey. What do you say we debate
this later? There's still a
chance I can get you out of here.

CHEWIE
Barks a blue streak.

LANDO
What's with him?

THREEPIO
(Very worried)
Oh my. Oh no. He's not interested
in escape. He wants to go after
Captain Solo .... Artoo!!

In the distance, down a long hallway in the direction that Threepio is facing, a familiar whistling can be heard. Artoo appears and zips up toward the group. Chewie turns to see the stubby droid, causing Threepio to be spun away from his little friend.

THREEPIO
Wait! Where'd he go? Turn
around, you wooly ... Ah, Artoo!

385 CONTINUED 385

Artoo has managed to get under Threepio.

ARTOO
Beeps a wild series of exclamations about his friend's condition.

THREEPIO
Don't ask.

LEIA
Chewie's right. We must try to save Han.

LANDO
(thinking fast)
There's not much chance, but the bounty hunter's ship is on the East Landing Platform.

Lando leads the others quickly down a hall.

ARTOO
Beeps wildly.

THREEPIO
I'm afraid Lord Vader has Master Luke. There's no hope of saving him.

386 INT CARBON-FREEZING CHAMBER - CLOUD CITY - BESPIN 386

Vader ignites his powerful light saber. Luke takes a step back and one foot rests on the cold chamber platform. He lights his laser sword and sets himself to face the Dark Lord.

VADER
The fear does not reach you. You have learned more than I anticipated.

LUKE
You'll find I'm full of surprises.

VADER
And I too.

Vader brings his mighty sword down on Luke, who deftly blocks the attack, but moves another step back in the process. He is now standing squarely on the hydraulic platform.

386 CONTINUED 386

VADER
Your future lies with us, Skywalker. Now you will embrace the dark side. Obi-wan knew this to be true.

LUKE
No!

VADER
There is much Obi-wan did not tell you. Come, The Emperor will complete your training.

LUKE
I'll die first.

VADER
That won't be necessary.

With that, there is a slight rumble and the hydraulic platform disappears into the vat of freezing steam, which rises to obscure Vader's vision. He looks down into the steam.

VADER
All too easy. Perhaps you are not as strong as The Emperor thought.

LUKE (OS)
Time will tell.

Vader looks up in surprise to see that Luke has leapt fifteen feet straight up and is now hanging from some of the hoses on the carbonite ladle. Luke yanks one of the hoses loose and swings to safety on the far side of the platform. Vader moves toward Luke with overwhelming menace, his laser sword flaring.

VADER
Your agility is impressive. Let's see what other skills you've learned.

A section of pipe tears loose from the wall and flies toward Luke. Luke cuts it into five pieces, which bounce around the chamber.

VADER
I feel it now ... your fear, your anger. Good. Let The Force flow. Hate me. I'm the one who destroyed your family.

386 CONTINUED 386

Cases, tools, bits of pipe begin to fly at Luke. He cuts down or deflects them, but is driven back by their onslaught.

VADER
Attack. Take your revenge. Destroy me.

Luke looks around for a means of escape. There is only one ... a round tunnel with pipes and conduit running through it. He makes his way for it as Vader continues to hurtle objects at him.

VADER
There is no escape. You will use the dark side of The Force ... or perish. Let your hate flow and save yourself.

Luke backs into the tunnel followed by Vader.

387 EXT BOBA'S SHIP - EAST LANDING PLATFORM 387

Imperial Stormtroopers slide Han's encased body into an opening in the side of the bounty hunter's ship. Boba climbs aboard on a ladder next to the side opening.

BOBA
Seal it.

388 EXT EAST LANDING PLATFORM - SIDE BAY 388

An elevator slides open and Lando, Leia and Chewbacca race for a large bay overlooking the East Landing Platform.

389 EXT EAST LANDING PLATFORM - CLOUD CITY 389

FULL SHOT, INT EAST LANDING PLATFORM - Boba Fett's ship takes off against cloud sky at sunset.

390 EXT EAST LANDING PLATFORM - SIDE BAY 390

Chewie HOWLS and starts firing at the ship.

LANDO
It's no use, they're out of range.

THREEPIO
Oh my, no!

390 CONTINUED 390

A laser bolt explodes near the Princess and everyone turns to see what Threepio has already spotted coming from the other direction: a squad of Stormtroopers running toward them. Artoo peeks out from the elevator.

LANDO
Come on, let's move!

Leia and Chewbacca start firing at the troopers as Lando makes a break for the elevator. Laser bolts continue to explode around the Princess and the Wookiee, but they refuse to budge. Lando sticks his head out of the elevator and motions for the pair to run. But they barely notice. They seem possessed, transported, as all the frustration of captivity and anger of loss pour out through their death-dealing weapons. Threepio, at the center of all this, is frantic.

THREEPIO
Artoo, help me! How did I get into this? ... What a fate worse than death is to be strapped to the back of a Wookiee!

LANDO
Get in here! Now! Both of you, hurry up!

Reluctantly, Leia and Chewbacca move through the rain of laserfire toward the elevator. Once they're inside, the door slams shut and the Stormtroopers race forward.

391 INT ELEVATOR - CLOUD CITY - BESPIN 391

Leia is out of breath as the levels slowly pass outside the translucent windows. Lando watches the display panel.

LANDO
You're nuts!

THREEPIO
With all respect, I'm tempted to agree ...

LEIA
We should have stayed and finished them off.

CHEWIE
Barks his agreement.

LANDO
You two almost signed off out there.

391 CONTINUED 391

THREEPIO
Three! I count three of us ...

LEIA
I don't care. It would've been worth it .... for Han.

CHEWIE
Barks his "right on!"

LANDO
Very noble. Not smart, but noble.

LEIA
You've probably never done an honorable thing in your life.

LANDO
Sure I did ... once. It turned out lousy.

LEIA
What chance have we got in here? What are we going to do when they cut ...

Suddenly, the elevator stops with a jolt and the main lights go out, leaving only the running lights.

LEIA
... the power?

CHEWIE
Howls.

ARTOO
Whistles.

392 INT REACTOR CONTROL STATION 392

Vader's powerful thrust and parry continues as Luke is forced back into the cluttered control area of the monstrous reactor that powers the city. Luke is obviously outmatched by the powerful Dark Lord of the Sith; he must struggle to avoid Vader's slashing sword. The laser weapon cuts through pipes and wires, causing steam, fluid and sparks to fly everywhere.

Luke moves behind a tall storage case, which is neatly cut in two by one of Vader's blows. Several electronic tools sitting on the control panel fly at Luke. He

392 CONTINUED 392

manages to deflect the projectiles and, at the same time, hold off his awesome opponent. But he is battered cut in several places, tired and somewhat dazed. He stumbles and can't catch his breath.

VADER
You are beaten. It is useless to resist.

Luke lunges at Vader and attempts to put the Dark Lord on the defensive. He succeeds in nicking the giant warrior on the shoulder. Vader reacts, but is quite unhurt.

VADER
Don't let yourself be destroyed as Obi-wan did.

Luke is breathing hard but the mention of Ben has a curious effect on him. He stands motionless for a moment, thinking. He closes his eyes.

LUKE
(to himself)
Knowledge and defense.

A calm comes over Luke, as Vader raises his sword and starts another attack. Using The Force, Vader hurtles large objects at Luke, but the boy deflects them with the good side of The Force.

Luke is backed up against a large round window. It over-looks a narrow scaffold and, beyond, an awesome abyss that drops away to the glowing reactor many miles below.

VADER
You will join me, or you will join Obi-wan in death!

A large tool case rises and speeds toward Luke. He deflects it slightly, and it smashes through the window creating a massive rush of air. The gust knocks Luke off balance and sends him flying out the window after the tool case.

393 INT ELEVATOR SHAFT 393

Lando climbs into the dimly lit elevator shaft from a door in the top of the elevator. There is no cable, but a great deal of mechanical and electronic gadgetry. Leia and Chewie can be seen inside the elevator looking at him. Lando fiddles with several large braking devices and then starts banging one with his weapon.

393 CONTINUED 393

LEIA
You'd better know what you're doing, or this is going to get very messy.

LANDO
(completely dumbfounded)
Don't worry about a thing. I'll get us going.

394 INT ELEVATOR 394

Artoo has found a computer outlet in the side of the elevator control panel. Beeping and whistling madly, he inserts his control arm in the socket.

THREEPIO
Artoo can release the brakes through the central controls.

Lando pops his head in as a loud clanking echoes through the shaft.

LANDO
Then do it! They're breaking in!

ARTOO
Beeps a snappy okay.

With a jolt, the brakes release and the elevator rockets into oblivion. Leia, Chewie and Threepio are smashed to the ceiling

395 INT ELEVATOR SHAFT 395

Elevator races away from camera with Lando hanging on the back.

LANDO
Reverse! Stop it! Stop!

396 INT ELEVATOR 396

Artoo whistles madly, but the elevator doesn't stop.

THREEPIO
Oh my, he's lost contact.

397 INT ELEVATOR SHAFT 397

Lando manages to hang on with one hand and fire his laser pistol at the huge brake with the other. A direct hit and the brake snaps closed, stopping the elevator instantly with a loud, horrible SCREECH.

398 INT GANTRY OUTSIDE CONTROL ROOM - REACTOR SHAFT 398

The shaft is noisy with wind. Then, the wind stops and all that can be heard is the echoing footsteps of the Dark Lord. A haggard Luke is dangling over the abyss, struggling to climb back on to the gantry before Vader arrives. He still holds his light saber as he hoists himself back onto the metal walkway.

Vader brings his sword down before Luke can stand, but the young Jedi manages to block the blow. He scrambles backwards down the ramp, with Vader following, slashing at the youth. In the distance, the muted roar of the wind blast can be heard getting ever closer, until the two warriors are engulfed in a blast of wind that almost knocks them off the gantry. Luke manages to stand in the wind and return Vader's powerful blows. The two battle furiously along the gantry. Vader cuts away part of the railing that Luke is holding. Luke notices with awe as the railing is lifted by the wind. He lets go and the metal floats away.

The wind stops and the fighting becomes even more intense. The deadly buzz of the laser swords reverberates through the vast power shaft. An alarm sounds and the public address system inside the control room crackles.

ADDRESS SYSTEM
Fugitives heading for transport Platform Southwest-One. Secure all transport.

VADER
Your friends may escape, but you are doomed.

LUKE
Not yet.

Luke slashes at Vader again, renewing the fight. Luke's sword whistles past Vader and the young warrior is thrown off balance, his guard down. Vader's light saber flashes out with deadly skill and cuts Luke, almost forcing him over the edge. He can barely stand. He wipes the tears from his eyes, but still can barely focus on his massive opponent.

399 INT CORRIDOR LEADING TO LANDING PLATFORM - BESPIN 399

The Millennium Falcon can be seen for a moment before the main door leading to the landing platform slams shut. Leia, Lando, Chewie and the droids round a corner. They duck into the alcove at the main door just as Stormtroopers arrive at both ends of the hall and start firing. The band of rebels squeezes into the little alcove as a rain of laser bolts stream past and explode around them. Chewie blasts away at the Stormtroopers. Leia punches buttons on the door's control panel.

LEIA
We've got to find Luke.

LANDO
His fate is sealed. You'll be lucky to get out yourself. All systems are on alert. Everything's locked.

THREEPIO
Artoo! The control panel. You can override the alert system.

Threepio points to a computer socket on the control panel. Little Artoo beeps and scoots over to the panel and sticks his computer arm into the socket.

ARTOO
A short beep turns into a wild scream!

Artoo's circuits light up, his head spins around wildly and he begins to smoke. Lando pulls him away.

ARTOO
(cooling off)
Lets out a few wilted beeps.

THREEPIO
Well, next time you pay more attention. I'm not supposed to know power sockets from computer feeds, I'm an interpreter ...

LEIA
(firing at the Stormtroopers)
Anybody else got any ideas?

400 INT GANTRY OUTSIDE CONTROL ROOM - REACTOR SHAFT - BESPIN 400

The guard rail has been cut to ribbons. Luke has been driven to the edge of the jutting platform; he is

400 CONTINUED 400

ready to collapse under Vader's powerful blows. A continual rain of sparks showers down on the young warrior from a severed power cable on the instrument stand. The noise of clashing laser swords is now covered by the roar of wind working its way up the shaft. Luke almost loses his balance and goes over the edge, but the wind props him up enough for him to regain his balance. He attacks Vader again, with a vengeance, using his last reserves of strength. The wind fades away again.

VADER
The Force runs strong in the Skywalker line. You will achieve great power ... Come, join with me! Together we will be the most powerful ... even stronger than The Emperor.

(INSERT B - DIALOGUE ADDED HERE)

LUKE
No! .... Never ....

Luke starts backing away from Vader, his strength gone at last.

VADER
There is no escape. You must join me or die. Don't make me destroy you here ... The Emperor is strong with The Force. But if you join me, together we could overthrow Him. Do not resist. It is our destiny!

LUKE
Never.

Luke lunges for Vader with his laser sword, but misses. He stumbles to the other side of the platform. In the distance, the wind can be heard working its way up the long shaft. Luke is out of breath, exhausted, bleeding. He hears the wind rising and gives Vader a long, hard look.

LUKE
Never!

Luke staggers to the edge of the platform and jumps off into the endless abyss. Vader rages in disbelief.

VADER
No!

400 CONTINUED 400

The Dark Lord looks over the platform and sees Luke falling far below. The wind begins to blow at Vader's cape and the torrent finnally forces him back, away from the edge. He looks out and sees Luke floating upward past him with the force of the wind.

Spread-eagle, skydiver-style, Luke attempts to maneuver himself closer to the side of the shaft. He has hooked his laser sword to his belt. The wind begins to fade and the wounded Jedi begins to fall fast, unable to grab onto anything.

401 INT SHAFT - SMALL EXHAUST PIPE 401

Suddenly, Luke is sucked into a small exhaust pipe in the side of the shaft. Vader sees this. He turns and hurries off the platform.

402 INT EXHAUST PIPE 402

TRUCKING FULL SHOT as Luke tumbles through the exhaust pipe.

403 EXT BOTTOM OF CITY - EXHAUST PIPE - DUSK 403

Luke is spit out of the exhaust pipe on the underside of the city. He manages to grab a protruding weather vane at the exterior mouth of the pipe.

404 EXT BOTTOM OF CITY - EXHAUST PIPE - DUSK 404

FULL SHOT - Luke hanging on weather vane on bottom of the city.

Dangling helplessly above the awesome cloud sea hundreds of miles below, he struggles in vain to pull himself to safety. Finally, he closes his eyes and begins to concentrate.

LUKE
Leia, Leia .... Leia, I need you.

Luke swings in the gentle breeze of the cloud planet.

405 INT CORRIDOR LEADING TO LANDING PLATFORM 405

Artoo has dismantled the control panel next to the service door and is working with the wires. His work has enabled Lando to hook into the public address

405 CONTINUED 405

system. Now he yells into a microphone over the din of the continuing battle with the Stormtroopers.

LANDO
This is Baron Calrissian. The Empire is taking control of the city. Evacuate immediately. Leave before more Imperial troops arrive.

An explosion hits nearby. Artoo touches two wires together and the door slides open. Artoo whistles. Lando, Chewie, Leia and Threepio are ecstatically surprised.

THREEPIO
Artoo, you did it! I never doubted you for a second ...

LEIA
Let's go.

Artoo lays down a cloud of fog, obscuring everything, as the group dashes outside.

406 EXT LANDING PLATFORM - CLOUD CITY - DUSK 406

The group races for the Millennium Falcon as Stormtroopers reach the main door. Lando and Leia hold off the troops as Chewie and the droids get on board. Chewie starts up the ship. As the giant engines start to whine, Lando and Leia jump on board.

407 EXT BOTTOM OF CITY - EXHAUST PIPE - DUSK 407

MED SHOT - Luke hanging on weather vane on bottom of the city. He has attained a better position on the weather vane and managed to hook one of his legs around the fragile instrument.

LUKE
Leia .... Leia ....

There is an ominous CRACKING sound from the base of the weather vane and a piece breaks off, falling into the clouds far below. A rush of air is constantly blowing from the pipe.

408 INT COCKPIT - MILLENNIUM FALCON - CLOUD CITY - DUSK 408

Chewie pulls back on the controls as Leia and Lando make their way into the cabin. Lando sits in the

408 CONTINUED 408

co-pilot's seat. Leia sits next to one of the control panels. Suddenly, Leia seems to hear something. She turns to Lando with a quizzical look.

LEIA
What'd you say?

LANDO
I didn't say anything

Leia shrugs and turns back to Chewie.

409 EXT LANDING PLATFORM - CLOUD CITY - DUSK 409

The Millennium Falcon lifts gracefully into the twilight sky as the squad of Stormtroopers vainly fires away.

STORMTROOPER
Save your fire, the patrol ships will get them.

410 EXT LANDING PLATFORM - CLOUD CITY - HIGH ANGLE - DUSK 410

FULL SHOT - Looking down on landing platform as Falcon roars up and away past camera at dusk.

411 INT COCKPIT - MILLENNIUM FALCON - CLOUD CANYON 411

INT COCKPIT, SIDE as Falcon moves through cloud canyon.

412 EXT BOTTOM OF CITY EXHAUST PIPE - DUSK 412

MED SHOT of Luke dangling from weather vane.

The weather vane makes another terrifying CRACK and lurches a little more to one side. Luke is so weary and in such pain, he almost doesn't notice. He is concentrating on The Force.

LUKE
Leia, help. Please, Leia. Hear me.

413 INT COCKPIT - MILLENNIUM FALCON - CLOUDS - POV 413

OVER THE SHOULDER POV of cloud through cockpit window in Millennium Falcon.

414 INT COCKPIT - MILLENNIUM FALCON - CLOUD CITY - DUSK 414

Leia seems to be lost in a fog, her expression troubled. Everyone else is busy operating the ship.

LANDO
I knew that set-up was too good to last .... I'm going to miss it.

LEIA
Luke!

LANDO
What?

LEIA
Luke needs help. We must go back.

CHEWIE
Barks his consternation.

LEIA
Chewie, head for the bottom of the city.

LANDO
Three patrol ships are heading our way.

CHEWIE
Barks an argument and shakes his head.

LEIA
No argument, just do it. That's a command!

LANDO
Wait a minute. We're not going back there.

CHEWIE
Turns on Lando, the newcomer, with an ominous growl.

LANDO
Okay, okay.

415 EXT MILLENNIUM FALCON - CLOUD CITY - BESPIN - DUSK 415

FULL SHOT TRUCKING of the Falcon making a graceful banking turn over camera. Clouds at dusk.

416 EXT MILLENNIUM FALCON - UNDERSIDE CLOUD CITY - DUSK 416

FULL SHOT as Falcon dives to the underside of the floating city.

417 INT MILLENNIUM FALCON - HOLD 417

Artoo is busy trying to re-assemble his friend Threepio. He adjusts the connections to the golden droid's second arm.

ARTOO
Beeps some news.

THREEPIO
Turning around? Oh, no! I knew we'd never escape ...

418 EXT BOTTOM OF CITY - EXHAUST PIPE - DUSK 418

FULL SHOT - Luke on weather vane. He is almost unconscious, but he hears the familiar whine of the approaching Millennium Falcon. As his body shifts, the weather vane breaks, sending Luke tumbling.

419 INT COCKPIT - CLOUD CITY UNDERSIDE - DUSK 419

Leia tries to remain calm in the midst of everyone's amazement.

LANDO
Someone's falling.

LEIA
It's Luke. Get under him. Slow down. Easy Chewie. Line up your tracking system. Lando, open the hatch.

420 INT COCKPIT - MILLENNIUM FALCON - POV 420

POV out Falcon cockpit window as Luke falls into the clouds in the distance.

421 INT COCKPIT - MILLENNIUM FALCON - CLOUD CITY 421

Leia watches anxiously.

LEIA
Slower, Chewie, slower.

422 INT COCKPIT - MILLENNIUM FALCON - CLOUD CITY - POV 422

CLOSER POV out cockpit window of Luke getting bigger as the Falcon closes on him, until his falling body skims the cockpit window and lands with a thud on the outside hull of the ship.

423 EXT MILLENNIUM FALCON HULL - CLOUD CITY - DUSK 423

The hatch pops open with a hiss of pressure. Lando reaches out to help the battered warrior inside the ship. Suddenly, there is a huge explosion near the ship causing it to lurch wildly. Luke is almost thrown overboard, but Lando grabs his hand in time.

424 INT COCKPIT - MILLENNIUM FALCON - CLOUD CITY - POV 424

OVER THE SHOULDER POV - Clouds and flak bursts as the Falcon banks away from the city. Dusk.

425 EXT UNFERSIDE OF CLOUD CITY - DUSK 425

Three Imperial Patrol ships are firing on the Falcon as they speed into pursuit.

426 INT COCKPIT MILLENNIUM FALCON - CLOUD CITY - DUSK 426

Explosions begin to erupt all around the cockpit, buffeting the ship wildly. Chewie HOWLS as he frantically tries to control the ship.

LEIA
The hatch is closed. Full speed.
Two more ships are closing.

Leia reaches over and speaks into the com-link.

LEIA
Lando, is he alright? ... Lando?
Are you there? How's Luke?

LUKE (OS)
He'll survive.

Leia and Chewie turn to see the bloody and battered Jedi, supported by Lando in the cockpit entry. Lando has wrapped a blanket around him. Leia jumps up and gives him a giant hug.

CHEWIE
Howls.

426 CONTINUED 426

LANDO
(climbs into the co-pilot's seat)
We're not out of this yet.

A huge flak burst rocks the ship.

427 EXT MILLENNIUM FALCON - SPACE - PLANET BESPIN 427

FULL SHOT - The Falcon speeds away from the planet and over camera followed by two Imperial ships.

428 EXT MILLENNIUM FALCON - SPACE 428

FULL SHOT - The Falcon away from camera and into space, followed by two Imperial ships.

429 INT COCKPIT - MILLENNIUM FALCON - SPACE 429

Lights flash and muted alarm BUZZERS sound. Threepio leaves the cockpit. Luke is strapped into the seat across from Leia.

LANDO
The deflector shields are gone.

LEIA
(to Chewie)
Are the coordinates set?

Chewie nods. Leia looks at the control panel warily.

LEIA
This hyperdrive had better work.

LUKE
I've never seen it fail.

Leia and Chewie exchange a look.

LANDO
I'm sure my men fixed it. We've got nothing to worry about.

LEIA
That sounds familiar.

Another explosion rocks the ship.

LEIA
Okay, Chewie, it's now or never.

429 CONTINUED 429

CHEWIE
Barks his agreement.

The Wookiee shrugs and pulls back on the lightspeed throttle.

430 INT COCKPIT - MILLENNIUM FALCON - SPACE - POV 430

FULL SHOT, OVER THE SHOULDER POV out cockpit window, stars that streak and go into hyperspace.

431 EXT MILLENNIUM FALCON - SPACE 431

FULL SHOT, SPACE - The Falcon speeds away from camera and disappears into nothingness.

432 EXT SPACE - REMAINS OF REBEL FLEET - STAR CRUISER 432

FULL SHOT - Motley rebel fleet in space. The Millennium Falcon is attached to a huge rebel cruiser by a docking tube. A large star is nearby.

433 INT BRIDGE AREA - STAR CRUISER 433

The bridge area of the Star Cruiser is relatively quiet. Most of the crew is busy working at their control panels.

Several Generals are gathered around Lando and Chewie and one by one bow before them. Luke and Leia are standing nearby.

Leia bows before Lando and Chewie, then gives the large Wookiee a big bear hug. Luke shakes Lando's hand and pats him on the shoulder. He then moves to Chewie and starts scratching his chest vigorously; which the Wookiee loves. He BARKS his enjoyment.

Lando and Chewie start to leave the bridge, stopping only when little Artoo races up and tugs at the furry giant with one of his claw arms and whistles. Chewie turns and is hugged by Threepio. The Wookiee is embarrassed, but manages a friendly pat on the droid's back and another on little Artoo's dome head. The robots wave as the two adventurers leave the bridge.

434 INT STAR CRUISER BY VIEW PORT 434

Luke and Leia stand alone before a giant view port - stars and distant suns move through window. Luke

434 CONTINUED 434

smiles and gives Leia a kiss on the forehead as she puts her arm around him.

LUKE
I want to go with them, but I have a promise to keep. They'll find Han. I know they will ...

The tall, golden robot, and the stubby Artoo-droid join the young Jedi and the Princess. They gaze out the view port as the Millennium Falcon pulls gracefully away.

435 INT BRIDGE - STAR CRUISER - VIEW PORT - POV - SPACE 435

POV of distant sun. The Falcon does a spectacular flip and fly-by, and banks off into the stars.

ROLL UP

END CREDITS

T H E E N D